

March 11, 1996

P96000028317

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
Kermer, Sanchez, Douglas & Associates, Inc.

To: Division of Corporation:

Enclosed please find 2 copies of Articles of Incorporation for Kermer, Sanchez, Douglas & Associates, Inc. and check made to Secretary of State in the amount of \$78.75.

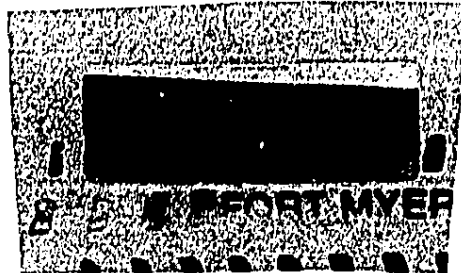
Please return one file State Stamp copy and Certificate of Status to Incorporator in enclosed stamped envelop.

Respectfully submitted,

Edith M. Kermer Douglas

Edith M. Kermer Douglas
Incorporator for
Kermer, Sanchez, Douglas & Associates Inc.

Encl.



Dmc
3-18-96

~~685,671~~

FILED
96 MAR 29 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1996

EDITH M. KERMER DOUGLAS
1002 CLARELLEN DRIVE
FORT MYERS, FL 33919

SUBJECT: KERMER, SANCHEZ, DOUGLAS, & ASSOCIATES, INC.
Ref. Number: W96000005814

We have received your document for KERMER, SANCHEZ, DOUGLAS, & ASSOCIATES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00012250

CHECK has been mailed 3/27/96

Edith M. Kermor Douglas

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96 MAR 29 AM 8:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

KERMER, SANCHEZ, DOUGLAS & ASSOCIATES, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be Kermer, Sanchez, Douglas, & Associates, Inc. The initial mailing address of the Corporation shall be 1002 Clarellen Drive, Fort Myers, Florida 33919.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Edith M. Kermer Douglas
1002 Clarellen Drive
Fort Myers, Florida 33919

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1002 Clarellen Drive, Fort Myers, Florida 33919. The name of the initial Registered Agent of this Corporation at the above address shall be Edith M. Kermer Douglas.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of two (2) persons.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Edith M. Kermer Douglas
1002 Clarellen Drive
Fort Myers, Florida 33919

David Lance Douglas
1002 Clarellen Drive
Fort Myers, Florida 33919

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 11 day of April, 1996.

By: 

Edith M. Kermer Douglas

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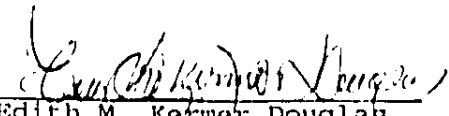
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

SECRET
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections
48.091 and 607.0501 the following is submitted:

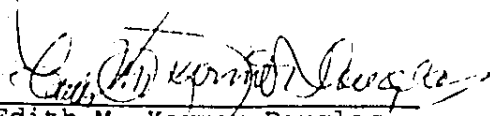
Kermer, Sanchez, Douglas & Associates, Inc.,
desiring to organize as a corporation under the laws of the
State of Florida, has designated 1002 Clarellen Drive,
Fort Myers, Florida 33919, as its initial Registered Office
and has named Edith M. Kermer Douglas, located at said
address as its initial Registered Agent.

By:


Edith M. Kermer Douglas
Incorporator

Having been named Registered Agent for the above
stated corporation, at the designated Registered Office,
the undersigned hereby accepts said appointment and agrees
to comply with the provisions of Florida Statutes Section
48.091 relative to keeping open said office. The
undersigned further agrees to comply with the provisions of
all statutes relating to the proper and complete
performance of the undersigned's duties, and the
undersigned is familiar with and accepts the obligations of
the undersigned's position as registered agent.

By:


Edith M. Kermer Douglas
Registered Agent