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John A. McLeod
Raymond A. McLeod
William J. McLeod

July 2, 1996

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Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

800001885528
-07/05/96--01083--012
****122.50 ****122.50

RE: Zumbaugh & Associates, Inc.

Gentlemen:

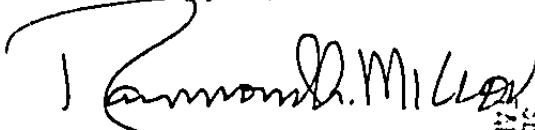
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

| | |
|----------------------|----------|
| Filing Fee | \$35.00 |
| Certified Copy | \$2.50 |
| Registered Agent Fee | \$35.00 |
| Total | \$122.50 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,



Raymond A. McLeod

RAM/jlk

Enclosures

FILED
96 JUL -5 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-9-96

**ARTICLES OF INCORPORATION
OF
ZUMBAUGH & ASSOCIATES, INC.**

FILED
56 JUL -5 12:55
1224 LAKE BLUE CIRCLE
APOPKA, FL 32703

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **ZUMBAUGH & ASSOCIATES, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name of the Initial Registered Agent is **LEONARD D. ZUMBAUGH** whose mailing address is 1224 Lake Blue Circle, Apopka, Florida 32703 and the principal office of this corporation is located at 1224 Lake Blue Circle, Apopka, Florida 32703.

ARTICLE VI

This corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

LEONARD D. ZUMBAUGH
1224 Lake Blue Circle
Apopka, Florida 32703

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is LEONARD D. ZUMBAUGH whose address is 1224 Lake Blue Circle, Apopka, Florida 32703.

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

| <u>NAME</u> | <u>SHARES</u> |
|---|---------------|
| LEONARD D. ZUMBAUGH and DANA A. ZUMBAUGH, his wife | 1,000 |

ARTICLE XII

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.


ARTICLE XIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

ARTICLE XIV

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of June, 1996.


LEONARD D. ZUMBAUGH
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **LEONARD D. ZUMBAUGH** who is personally known by me to be the person who executed the foregoing Articles of Incorporation of ZUMBAUGH & ASSOCIATES, INC. as the Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 27th day of June, 1996.



(SEAL)

Raymond A. McLeod
Notary Public

Printed Name of Notary
My commission expires:

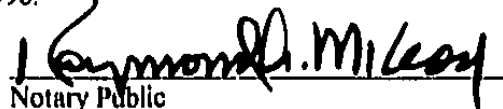
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

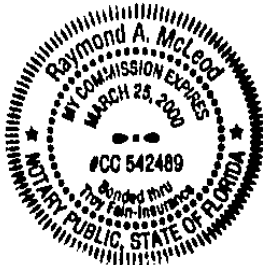
BEFORE ME, the undersigned authority, personally appeared **LEONARD D. ZUMBAUGH**, known to me to be the person who accepted designation as Registered Agent on behalf of ZUMBAUGH & ASSOCIATES, INC., and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.


LEONARD D. ZUMBAUGH

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 27th day of June, 1996.


Notary Public

Printed name of Notary
My Commission Expires:



(SEAL)

FILED
96 JUL -5 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[ZUMBAUGH.ART/06-27-96/RAM]