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1.) Moody Capital Management, Inc  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION  
OF  
MOODY CAPITAL MANAGEMENT, INC.

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STATE  
FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Moody Capital Management, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 127 Cosmos Drive, Orlando, Florida 32807.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1400 W. Fairbanks Ave., Suite 203, in the City of Winter Park, County of Orange. The name of the registered agent at such address is Charles R. Harrison.

ARTICLE IV

Corporate Purposes, Powers and Rights

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

In futherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock") at \$0.01 par value per share.

**ARTICLE VI**

**Incorporator**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Charles R. Harrison, Esquire	1400 W. Fairbanks Ave. Suite 203 Winter Park, FL 32789

**ARTICLE VII**

**Board of Directors**

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Jerry Moody	127 Cosmos Drive, Orlando, Florida 32807

## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE IX**

### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

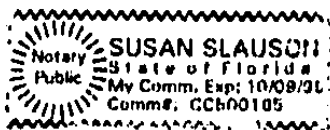
DATED at Winter Park, Orange County, Florida, this 12 day of July, 1996.

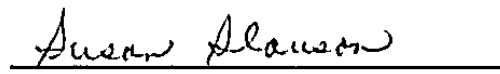
  
Charles R. Harrison, Esquire

STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN AND SUBSCRIBED before me this 12<sup>th</sup> day of July, 1996 by Charles R. Harrison of Moody Capital Management, Inc., a Florida corporation, who (check one)  is personally known to me, \_\_\_ has produced a driver's license as identification or \_\_\_ has produced other identification, to-wit: \_\_\_\_\_.

Affiant did take an oath.



  
Print Name: SUSAN SLAWSON  
Commission No: CC500165  
My Commission Expires: 10/9/99

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MOODY CAPITAL MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office at 127 Cosmos Drive, in the City of Orlando, County of Orange, Florida 32807, all as indicated in the Articles of Incorporation, has named Charles R. Harrison, located at 1400 W. Fairbanks Ave., Suite 203, Winter Park, FL 32789, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with section 607.0501, Florida Statutes.

  
Charles R. Harrison

DATED: 7/12/96

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