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LAW OFFICES

ENGLANDER & FISCHER, P.A.

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July 12, 1996

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-07/16/96--01003--011

****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Davidson, Hincencliffe, Sher, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Very truly yours,

TERRY L. HIRSCH

TLH/jel

Enclosures

FILED
96 JUL 15 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-18-96
KR

ARTICLES OF INCORPORATION
OF
DAVIDSON, HINCNCILFFE, & SHER, INC.

FILED
96 JUL 15 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1. The name of the corporation is DAVIDSON, HINCNCILFFE, & SHER, INC.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 2623 W. Jetton Avenue, Tampa, Florida 33629, and the name of the initial registered agent of this corporation is Thomas A. Davidson.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 2623 W. Jetton Avenue, Tampa, Florida 33629, and the corporation's initial mailing address shall be the same.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director initially.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

TERRY L. HIRSCH
5959 Central Avenue
Suite 201
St. Petersburg, FL 33710

ARTICLE IX

Incorporators

9.1 The name and address of the person signing these Articles is:

TERRY L. HIRSCH
5959 Central Avenue
St. Petersburg, Florida 33710

ARTICLE X

Indemnification

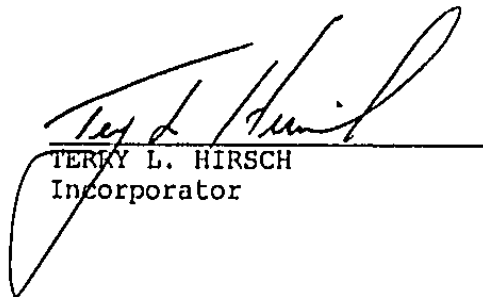
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on _____, 1996.

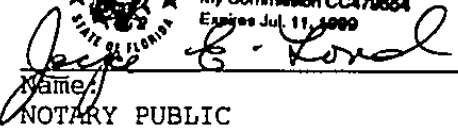

TERRY L. HIRSCH
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 11 day of July, by TERRY L. HIRSCH, who is personally known to me ~~or who has produced~~ _____ as identification and who ~~did~~ (did not) take an oath.



JOYCE ELORD
My Commission CC470554
Expires Jul 11, 1999


Name: _____
NOTARY PUBLIC
State of Florida at Large (Seal)
Comm. No.:
My Commission Expires:

96 JUL 15 AM 8:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 0000 599 95

Leonard S. Englander
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Terry L. Hirsch
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August 8, 1996

Secretary of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001919610
-08/13/96--01020--014
*****95.00 *****35.00

Re: Name Change Amendment

Dear Madam:

Enclosed please find an original and one copy of Articles of Amendment changing the name of **Davidson, Hincencliffe, & Sher, Inc.**, to **Davidson, Hinchcliffe & Sher, Inc.** Our check in the amount of \$35.00 is enclosed to cover the cost of filing the amendment.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

TERRY L. HIRSCH

TLH/jel

Enclosures

FILED
96 AUG 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NE
\$100
8/14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

DAVIDSON, HENCLIFFE, & SHER, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I of the Articles of Incorporation is amended to read:

DAVIDSON, HENCLIFFE, & SHER, INC.

FILED
55 AUG 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 8, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

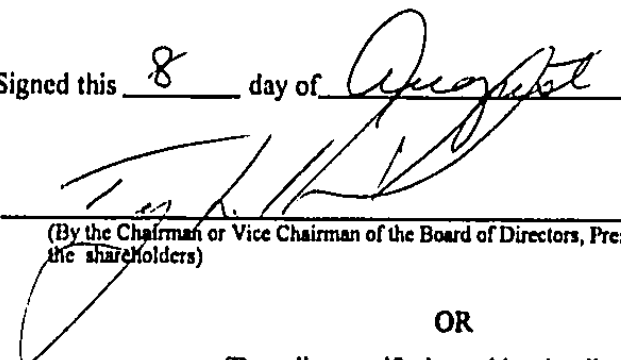
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8 day of August, 19 1996

*Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

TERRY L. HIRSCH, Esquire

Typed or printed name

INCORPORATOR

Title