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8/13/96  
TO: DIVISION OF CORPORATIONS  
DEPT. OF STATE  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
MIAAMI FL 33136-2890  
CONTACT: LYNN FRIEDMAN  
PHONE: (305) 358-2571  
FAX: (305) 358-7832

(((H96000011216)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MARSHALL INSTITUTES, INC.  
FAX AUDIT NUMBER: H96000011216  
DATE REQUESTED: 08/13/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 8  
ESTIMATED CHARGE: \$122.50  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**August 13, 1996**

**ACE INDUSTRIES, INC.**

**MIAMI, FL**

**SUBJECT: MARSHALL INSTITUTES, INC.**  
**REF: W96000016935**

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**Loria Poole**  
**Corporate Specialist**

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PAGE 03

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96-11216

ARTICLES OF INCORPORATION  
OF  
MARSHALL INSTITUTES, INC.

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

MARSHALL INSTITUTES, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

6601 CROSSBOW LANE  
NEW PORT RICHEY, FLORIDA 34653

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

H96-11216

ACE INDUSTRIES, INC.

64 N.W. 11th Street  
Miami, Florida 33136  
305-358-2571

H96-11216

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

6601 CROSSBOW LANE  
NEW PORT RICHEY, FLORIDA 34653

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

MARIE MARSHALL

**ARTICLE VII**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

**ARTICLE VIII**

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

MARIE MARSHALL  
6601 CROSSBOW LANE  
NEW PORT RICHEY, FLORIDA 34653

**ARTICLE IX - INCORPORATORS**

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

MARIE MARSHALL  
6601 CROSSBOW LANE  
NEW PORT RICHEY, FLORIDA 34653

**ARTICLE X - AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

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ARTICLE XI - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

MARIE MARSHALL	50 SHARES
BURNIE D. MARSHALL	50 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS 12TH DAY OF AUGUST, 1996.

*Marie Marshall*  
MARIE MARSHALL

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M J KIERZINSKI CPA

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H96-11216

STATE OF FLORIDA  
COUNTY OF HERNANDO

BEFORE ME PERSONALLY APPEARED Mace Marshall TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 12<sup>th</sup> DAY OF August,  
1996

Mace Marshall  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES  
EXPIRY NUMBER 04, 1998  
PRINT, TYPE OR STAMP NAME OF  
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE:  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:**

**MARSHALL INSTITUTES, INC.**

**DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION AT 6601 CROSSBOW LANE, NEW PORT RICHEY, COUNTY OF  
PASCO, STATE OF FLORIDA, HAS NAMED MARIE MARSHALL, AT THAT  
ADDRESS, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS  
STATE.**

**ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIG-  
NATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID  
ACT RELATIVE TO KEEPING OPEN SAID OFFICE.**

*Marie Marshall*  
MARIE MARSHALL

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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