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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 057350 80716A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : August 19, 1996

ORDER TIME : 9:27 AM

FILE FIRST!!!!

ORDER NO. : 057350

FILE FIRST!!!!

CUSTOMER NO: 80716A

CUSTOMER: Ms. Karen R. Smith
BLALOCK LANDERS WALTERS &
VOGLER, PA
802 11th Street W.
Bradenton, FL 34205

400001925294

DOMESTIC FILING

NAME: DYER INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96/AUG 19 PM 3:17

RECEIVED
96 AUG 19 PM 12:04
DIVISION OF CORPORATION

8/19/96

ARTICLES OF INCORPORATION
OF

DYER INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 19 PM 3:18

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

Dyer Investments, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

Connell Square
38549 U.S. Highway 19 North
Palm Harbor, Florida 34684

ARTICLE III
Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$0.01 per

share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4830 West Kennedy Boulevard, Suite 745, Tampa, Florida 33609, and the initial registered agent of this corporation at such office shall be Karen R. Smith, Esquire. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of three (3) members, such members to hold office until their respective successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Brandon Dyer	Connell Square 38549 U.S. Highway 19 North Palm Harbor, Florida 34684
Cinda Dyer	Connell Square 38549 U.S. Highway 19 North Palm Harbor, Florida 34684
Cherie Robinson	Connell Square 38549 U.S. Highway 19 North Palm Harbor, Florida 34684

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Karen R. Smith	4830 West Kennedy Boulevard, Suite 745 Tampa, Florida 33609

ARTICLE X
Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the by-laws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted

by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

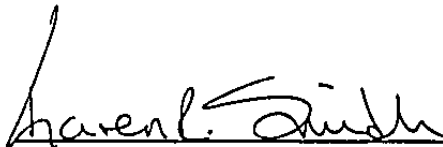
ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 16th day of August, 1996.



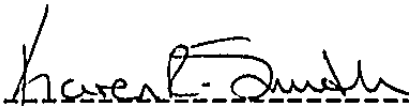
Karen R. Smith

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
OF
DYER INVESTMENTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 19 PM 3:10

The undersigned, Karen R. Smith, having been named as registered agent to accept service of process for Dyer Investments, Inc., at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 16th day of August, 1996.



Karen R. Smith