

LAURENCE I. GOODRICH
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September 4, 1996

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of HOLT CONSULTING & INVESTMENT, INC.

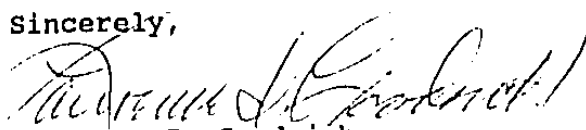
Gentlemen: Enclosed please find Original and one copy of Articles of Incorporation to be filed for Holt Consulting and Investment, Inc.

I am enclosing my check in the sum of \$122.50 representing the filing fee (\$35.00), Certified copy of Articles of Incorporation (\$52.50) and Resident Agent designation (\$35.00).

Please return the certified copy of the Articles of Incorporation and the Certificate of Incorporation directly to me by Federal Express. I enclose herewith a completed air bill to use for this purpose or you can charge this to my Federal Express Account Number: 120150049 in the name of Laurence I. Goodrich.

Thank you in advance for your kind service and cooperation.

Sincerely,


Laurence I. Goodrich

LIG/lig

Enclosures

Dmc
9/9/96

FILED
95 SEP -5 PM 2:27
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOLT CONSULTING & INVESTMENT, INC.

FILED
95 SEP -5 PM 2:26
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME

The name of the corporation shall be:

HOLT CONSULTING & INVESTMENT, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5820 Dory Way, Tampa, Florida 33615.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

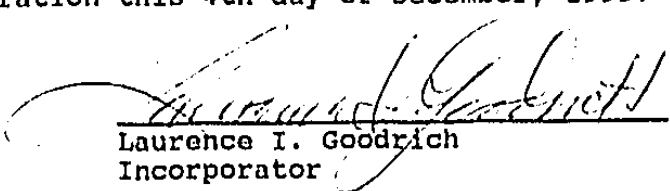
ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for the corporation is: Laurence I. Goodrich, Suite 1745, 100 S. Ashley Drive, Tampa, Florida 33602.

ARTICLE V: INCORPORATOR

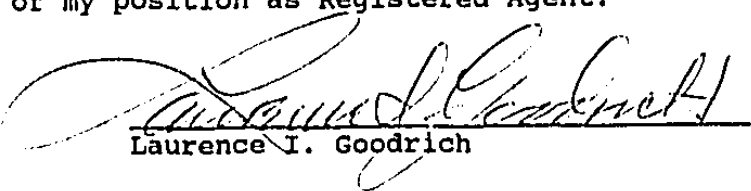
The name and street address of the incorporator to these Articles of Incorporation is: Laurence I. Goodrich, Suite 1745, 100 S. Ashloy Drive, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of December, 1995.


Laurence I. Goodrich
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in Article IV of the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Laurence I. Goodrich

Date: September 4, 1996