

Treadwell, Stetler, Erickson, Cimino & McElrath

Northern Trust Building
4001 Highland Trail North
Suite 250
Naples, Florida 33940

Telephone (941) 262-1202
Facsimile (941) 262-3219

September 17, 1996

Thomas J. Treadwell
Donald L. Stetler, P.A.
Charles P. Erickson, P.A.
Richard D. Cimino, P.A.
David McElrath, P.A.

Also admitted in South Carolina
Also admitted in Nebraska and Kansas

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Herrmann Doverspike & Associates, Inc.

200001954422
-09/24/96--01065--004
****122.50 ****122.50

Dear Sir/Madam:

In connection with the above, please find enclosed for filing the Articles of Incorporation.

In addition please find enclosed a check in the amount of \$122.50 representing your filing and certified copy fees.

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

Sincerely,



Ronald L. Stetler

RLS/dmm

FILED
96 SEP 23 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/24

ARTICLES OF INCORPORATION
OF
HERRMANN DOVERSPIKE & ASSOCIATES, INC.

FILED
56 SEP 23 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is HERRMANN DOVERSPIKE & ASSOCIATES, INC., and its initial post office address and its principal office for conducting business is: 1100 6th Avenue South, Naples, FL 34103.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is KAREN L. DOVERSPIKE, and her address is 1280 Ingraham Street, Naples, FL 34103.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: KAREN L. DOVERSPIKE, 1280 Ingraham Street, Naples, FL 34103.

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders in subject to this reservation.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation which he or she may hereafter acquire without making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 16TH day of September, 1996.

Karen L. Doverspike
KAREN L. DOVERSPIKE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of September, 1996, by KAREN L. DOVERSPIKE.



JOAN DE MCCADY
My Commission CC548614
Expires Apr. 18, 2000

Joan de McCady
NOTARY PUBLIC
MY COMMISSION EXPIRES: 4/13/00

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That HERRMANN DOVERSPIKE & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1100 6th Avenue South, Naples, FL 34103, has named KAREN L. DOVERSPIKE, located at 1280 Ingraham Street, Naples, FL 34103, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Karen L. Doverspike
KAREN L. DOVERSPIKE

The foregoing instrument was acknowledged before me this 10TH day of Sept., 1996, by KAREN L. DOVERSPIKE.

(S E A L)



DONNA M. MCCARTHY
My Commission CC548814
Expires Apr. 18, 2000

Donna M. McCarthy
NOTARY PUBLIC
MY COMMISSION EXPIRES

96 SEP 23 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED