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PHILLIP A. ROACH
Attorney at Law

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Bonita Springs, Florida 33923
(941) 992-0178 • Fax (941) 992-0583

September 23, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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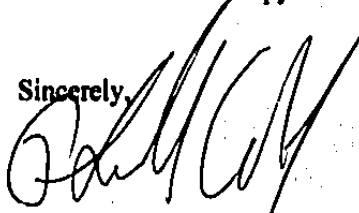
Re: ASSOCIATES IN COMMERCE & INDUSTRY, INC.

Dear Sir or Madam:

I have enclosed two original Articles of Incorporation for the above referenced corporation together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I have enclosed a check in the amount of \$122.50 to cover the filing fee, certified copy, and Resident Agent Designation.

If everything meets with your approval, please return the certified copy to this office. Thank You.

Sincerely,



PHILLIP A. ROACH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ASSOCIATES IN COMMERCE & INDUSTRY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:

ASSOCIATES IN COMMERCE & INDUSTRY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be:

Principal Place of Business

12776 Maiden Cane Lane
Bonita Springs, FL 34135

Mailing Address

P.O. Box 1554
Bonita Springs, FL 34133

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

10,000 Common Shares with \$1.00 par value per share

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 12776 Maiden Cane Lane, Bonita Springs, Florida 34135, and the initial registered agent of the Corporation at such office shall be Rose Marie Jisa, who upon accepting this designation agrees to comply with the provisions of Section 48.094 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than two (2) nor more than six (6). The names and addresses of the Directors constituting the initial Board of Directors are:

NAME**ADDRESS**

Robert E. Bellavance

9871 El Greco Circle
Bonita Springs, FL 34135

C. Ronald Slaughter

346 Emerald Bay Circle, #AA-7
Naples, FL 33963

Rose Marie Jisa

12776 Maiden Cane Lane
Bonita Springs, FL 34135**ARTICLE VI - INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

Robert E. Bellavance

9871 El Greco Circle
Bonita Springs, FL 34135

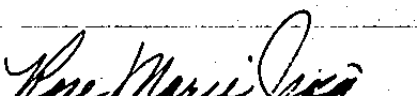
C. Ronald Slaughter

346 Emerald Bay Circle, #AA-7
Naples, FL 33963

Rose Marie Jisa

12776 Maiden Cane Lane
Bonita Springs, FL 34135**ARTICLE VII - AMENDMENTS**

The power to adopt, alter, amend, or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors by a majority vote.

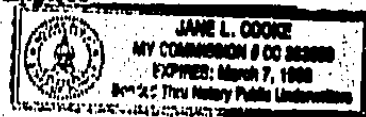
INCORPORATOR**INCORPORATOR**
ROBERT E. BELLAVANCE
C. RONALD SLAUGHTER**INCORPORATOR**
ROSE MARIE JISA

STATE OF FLORIDA
COUNTY OF

Lee

The foregoing Articles of Incorporation of Associates in Commerce & Industry, Inc. were acknowledged before me this 18 day of September, 1996 by ROBERT E. BELLAVANCE, who is personally known to me X or who has produced _____ as identification.

Jane L. Cooke
Notary Public
My Commission Expires

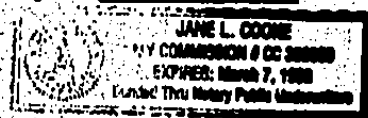


STATE OF FLORIDA
COUNTY OF

Lee

The foregoing Articles of Incorporation of Associates in Commerce & Industry, Inc. were acknowledged before me this 18 day of September, 1996 by C. RONALD SLAUGHTER, who is personally known to me X or who has produced _____ as identification.

Jane L. Cooke
Notary Public
My Commission Expires

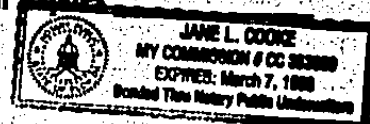


STATE OF FLORIDA
COUNTY OF

Lee

The foregoing Articles of Incorporation of Associates in Commerce & Industry, Inc. were acknowledged before me this 18 day of September, 1996 by ROSE MARIE JISA, who is personally known to me X or who has produced _____ as identification.

Jane L. Cooke
Notary Public
My Commission Expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating their registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

ASSOCIATES IN COMMERCE & INDUSTRY, INC.

2. The name and address of the register agent and office is:

Rose Marie Jisa
12776 Maiden Cane Lane
Bonita Springs, FL 34135

BY: Rose Marie Jisa
ROSE MARIE JISA

DATE: September 18, 1996

Having been named as the registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.

Rose Marie Jisa
ROSE MARIE JISA
September 18, 1996
DATE