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SCOTT DAVID KRUEGER
Attorney at Law

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October 11, 1996

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

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-10/15/96--01009--018
*****70.00 *****70.00

Re: Goin Associates, Inc.

To whom it may concern:

EFFECTIVE DATE
10-10-96

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation, as well as a certificate designating Registered Agent/Registered Office, together with our check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation Fee	<u>35.00</u>
Total	<u>\$ 70.00</u>

Your prompt response in return of a certified copy of the Articles is appreciated.

Thank you for your assistance in this matter.

Sincerely yours,


Scott David Krueger

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 16 1996

EFFECTIVE DATE
10-10-96

The undersigned incorporator(s), for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation, effective as of October 10, 1996.

ARTICLE I

The name of this corporation is "GOIN Associates, Inc." The period of its duration is perpetual. The initial principal place of business and mailing address of this corporation shall be:

5200 N.W. 43rd St., Suite 102-319
Gainesville, Florida 32606-4482

The bylaws may provide for relocation of the principal office or mailing address to any other address.

ARTICLE II

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III

The corporation is authorized to issue 50,000 shares, all of one class, at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the Board of directors of this corporation.

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TALLAHASSEE, FLORIDA

ARTICLE IV

The business of this corporation shall be conducted, carried on, and managed by the officers of this corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

The name and street address of each member of the first board of directors is:

John Pierce
5200 N.W. 43rd St., Suite 102-319
Gainesville, Florida 32606-4482

They shall hold office until the first annual meeting of stockholders.

The officers of this corporation shall be a president and any other officer as the board of directors may seem expedient. Any two or more offices may be held by the same person.

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 the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation or its bylaws of this corporation shall be vested in the shareholders by a fifty-one (51) percent vote.

ARTICLE V

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) the shareholder would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected. The shareholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as the shareholder may see fit.

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within

thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if:

- 1) the fact of such common directorship, officership or financial interest is disclosed or known to the board of committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2) such common directorship, officership, or financial interest is disclosed or known to the shareholders

- entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- 3) the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE VII

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to Florida statute or law.

ARTICLE VIII

The name and address of the initial registered agent and office of this corporation is as follows:

SCOTT DAVID KRUEGER
2622 NW 43rd Street, Suite B-3
Gainesville, Florida 32606
(904) 376-3090

ARTICLE IX

The name and address of the Incorporator signing these Articles of Incorporation is:

Scott David Krueger
2622 NW 43rd Street, Suite B-3/P.O. Box 7099
Gainesville, Florida 32605

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of October, 1996.



Scott David Krueger

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**


In pursuance to the provisions of section 607.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That "**GOIN Associates, Inc.**", desiring to organize under the laws of the State of Florida has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

SCOTT DAVID KRUEGER
2622 NW 43RD STREET, SUITE B-3
GAINESVILLE, FLORIDA 32606

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS 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.



Scott David Krueger

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TALLAHASSEE, FLORIDA