

P96000087173

J. HOWARD SHEFFIELD, P. A.
ATTORNEYS AT LAW

J. HOWARD SHEFFIELD
SCOTT R. BOATRIGHT

REPLY TO: Baymeadows Road

October 17, 1996

4209 BAYMEADOWS ROAD, SUITE 4
JACKSONVILLE, FLORIDA 32217
TELEPHONE: (904) 733-7900
FACSIMILE: (904) 730-4111

550-15 WELLS ROAD
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-4700
FACSIMILE: (904) 264-0044

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

RE: ALTENBACH & ASSOCIATES, INC.

9000001982489--6
-10/22/96--01052--005
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation with resident agent designation attached. Also enclosed is our check in the amount of \$122.50 for the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

Please return the certified copy to us. Thank you for your assistance.

Very truly yours,

Susan Foster

P. Susan Foster

/sf
Enclosures

OCT 22 1996

BSB

FILED
96 OCT 21 PM 3:35
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10-17-96

ARTICLES OF INCORPORATION
OF
ALTENBACH & ASSOCIATES, INC.

FILED
96 OCT 21 PM 3:35
DEPT. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

EFFECTIVE DATE
10-17-96

Section 1.1. Name. The name of the corporation is Altenbach & Associates, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 806 3rd Street, Suite B, Neptune Beach, Florida 32250.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation is J. Howard Sheffield whose address is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael Altenbach President/Treasurer/Director	806 3rd Street, Suite B Neptune Beach, FL 32250
Michael Sones Vice President/Secretary/Director	145 Broken Pottery Dr. Ponte Vedra Beach, FL 32082

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

J. Howard Sheffield 4209 Baymeadows Road, Suite 4
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the incorporator has executed these Articles the 17th day of October, 1996.

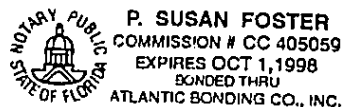
J. HOWARD SHEFFIELD

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of October, 1996 by J. Howard Sheffield who is personally known to me.

P. Susan Foster
Notary Public
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501,
the following is submitted:

Altenbach & Associates, Inc., desiring to organize or qualify under
the laws of the State of Florida hereby designates J. Howard
Sheffield its registered agent to accept service of process within
the State of Florida and the address of its registered office shall
be 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.



J. HOWARD SHEFFIELD

Dated: October 17, 1996

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.



J. HOWARD SHEFFIELD

Dated: October 17, 1996

FILED
96 OCT 21 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000087173

November 8, 1996

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002085557--6
-02/12/97--01091--017
*****35.00 *****35.00

RE: Amendment to Articles for Altenbach & Associates, Inc.

Dear Sirs:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation of Altenbach & Associates, Inc. and check in the amount of \$35.00 for the filing fee.

Thank you for your assistance.

Very truly yours,

Vickki Altenbach
Vickki Altenbach

Enclosures

Amend
SH 2/28

FILED
NOV 27 PM 2:39
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1997

Vickki Altenbach
806 3rd St
Suite B
Neptune Beach, FL 32266

SUBJECT: ALTENBACH & ASSOCIATES, INC.
Ref. Number: P96000087173

We have received your document for ALTENBACH & ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00008331

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALTENBACH & ASSOCIATES, INC.

FILED
97 FEB 27 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALTENBACH & ASSOCIATES, INC., a Florida corporation, pursuant to the authority contained in Section 607.1006, Florida Statutes (1995), the undersigned President of the corporation, hereby files these Articles of Amendment setting forth the following:

1. The name of the corporation is **ALTENBACH & ASSOCIATES, INC.**
2. By all necessary and appropriate action of the directors and shareholders of the Corporation, Article VII, Section 7.2, of the Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

Section 7.2, Directors and Officers. The name and street address of the members of the board of directors and officer of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Vicki Altenbach President/Sec./Treasurer/Director	806 Third Street, Suite B Neptune Beach, FL 32266

3. The effective date of this amendment shall be the date of filing with the Department of State;
4. This amendment was adopted by all of the directors and all of the shareholders of the corporation the 25th day of November, 1996 and the undersigned officer of the corporation have been duly authorized to submit these Articles of Amendment to the corporation's Articles of Incorporation to the Florida Department of State for filing in accordance with Section 607.1006 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer of the Corporation have executed this Amendment to Articles the 25th day of November, 1996.

ALTENBACH & ASSOCIATES, INC.

By: Vicki Altenbach
Vicki Altenbach
Its President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25th day of February, 1997 by Vicki Altenbach, the President of Altenbach & Associates, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me.



ARUNA'S
My Commission CC494504
Expires Sep. 11, 1998

Print name: _____
Notary Public, State of Florida
My Commission Expires: _____

[Signature]