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NOVEMBER 14, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

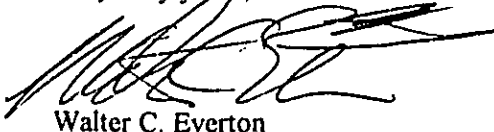
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: EVERTON CAPITAL, INC.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$70.00. This check represents the cost of the filing fees.

Very truly yours,



Walter C. Everton

**MAILING ADDRESS OF CORPORATION:**

EVERTON CAPITAL, INC.  
14426 NORTH DALE MABRY  
SUITE B  
TAMPA, FLORIDA 33618

FILED  
96 NOV 18 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~ 11-21-96

**ARTICLES OF INCORPORATION**  
of  
**EVERTON CAPITAL, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is: **EVERTON CAPITAL, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

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

**14426 NORTH DALE MABRY  
SUITE B  
TAMPA, FLORIDA 33618**

**ARTICLE III - DURATION**

The corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

WALTER C. EVERTON  
14426 NORTH DALE MABRY  
SUITE B  
TAMPA, FLORIDA 33618

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

WALTER C. EVERTON  
14426 NORTH DALE MABRY  
SUITE B  
TAMPA, FLORIDA 33618

PAULA M. EVERTON  
14426 NORTH DALE MABRY  
SUITE B  
TAMPA, FLORIDA 33618

**ARTICLE VIII - INCORPORATORS**

**The names and addresses of the person(s) signing these Articles of Incorporation are as follows:**

**WALTER C. EVERTON  
14426 NORTH DALE MABRY  
SUITE B  
TAMPA, FLORIDA 33618**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14 day of November 1996.

 (Seal)

(Seal)

(Seal)

STATE OF FLORIDA )

**SS**

**COUNTY OF HILLSBOROUGH )**

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WALTER C. EVERTON, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 14<sup>th</sup> day of November 1996.

(Notary Seal) Karen Potts  
(Notary Public, State of Florida at Large)

**My Commission expires:**



**KAREN L. POCTA**  
NOTARY PUBLIC - STATE OF FLORIDA  
Commission # 478938  
Expires Jun 27, 1999

**CERTIFICATE AND AKNOWLEDGEMENT  
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT  
OF  
EVERTON CAPITAL, INC.***

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 14426 NORTH DALE MABRY, SUITE B, TAMPA, FLORIDA 33618 has named WALTER C. EVERTON, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

***ACKNOWLEDGEMENT***

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



(registered agent)

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