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December 9, 1996

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*****78.75 *****78.75

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

RE: REGINALD R. CLAY INVESTIGATIVE AGENCY, INC.

Dear Ladies/Gentlemen:

Please find enclosed the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office along with this firm's check in the amount of \$78.75 to cover the costs of the filing fee and a certificate for the above referenced corporation. Please also find enclosed a return pre-paid federal express envelope for returning this certificate to our office. Should you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

SENT WITHOUT SIGNATURE TO
EXPEDITE

Mark A. Bednar

MAB:tms
Enclosures


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
REGINALD R. CLAY INVESTIGATIVE AGENCY, INC.

ARTICLE I - NAME

The name of this corporation is: REGINALD R. CLAY INVESTIGATIVE AGENCY, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE 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 which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1047 Aquamarine Drive, Gulf Breeze, Florida 32561, and the name of the registered agent for this corporation is REGINALD R. CLAY, 1047 Aquamarine Drive, Gulf Breeze,

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Florida 32561.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

REGINALD R. CLAY 1047 Aquamarine Drive
Gulf Breeze, Florida 32561

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

REGINALD R. CLAY 1047 Aquamarine Drive
Gulf Breeze, Florida 32561

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

REGINALD R. CLAY 500 Shares

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation.

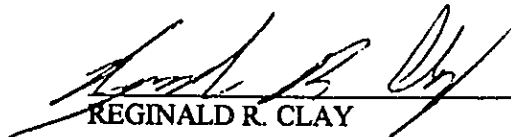
ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares of stock held by the shareholders of this corporation may not be resold or otherwise transferred o any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV- TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Article of Incorporation this 9th day of December, 1996.


REGINALD R. CLAY

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 9th day of December, 1996 by REGINALD R. CLAY, who has produced a Florida Driver License as identification and who did not take an oath.



TINA STROUD
My Commission CC500236
Expires Apr. 24, 2000


NOTARY PUBLIC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is REGINALD R. CLAY INVESTIGATIVE AGENCY, INC..

2. The name and address of the registered agent and office is Reginald R. Clay, 1047 Aquamarine Drive, Gulf Breeze, Florida 32561.


REGINALD R. CLAY

1047 Aquamarine Drive
Gulf Breeze, Florida 32561

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.


REGINALD R. CLAY

December 9, 1996

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TALLAHASSEE FLORIDA