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**ROBERT R. CYRUS**

ATTORNEY AT LAW  
214-A NORTH THIRD STREET  
LEESBURG, FLORIDA 34740

TELEPHONE (352) 787-6680  
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REPLY TO:  
POST OFFICE BOX 491635  
LEESBURG, FLORIDA 34749-1635

December 9, 1996

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

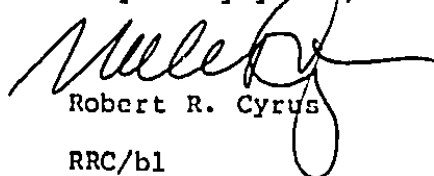
Re: Guardian Associates, Inc.

Dear Sir:

Enclosed please find two executed and notarized copies of Articles of Incorporation for the corporation referenced above.

Also enclosed is my check in the amount of \$122.50 to cover cost of filing fee and the return to me of one certified copy of the Articles of Incorporation.

Very truly yours,

  
Robert R. Cyrus

RRC/bl  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 12 PM 3:14

gja/2/96

EFFECTIVE DATE

01/01/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 12 PM 3:14

ARTICLES OF INCORPORATION  
OF  
GUARDIAN ASSOCIATES, INC.

ARTICLE I. NAME

The name of this corporation is GUARDIAN ASSOCIATES, INC.  
The principal place of business is 717 West Main Street, Lees-  
burg, Florida, 34748. The mailing address is the same.

ARTICLE II. DURATION

This corporation shall begin its existence January 1, 1997.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

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

SEVEN THOUSAND FIVE HUNDRED (7,500.00) Shares  
of Common Stock having a Nominal or Par Value  
One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE 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 can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 214-A North Third Street, Leesburg, Florida, 34748, and the name of the initial registered agent of this corporation at that address is Robert R. Cyrus.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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 directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
LINDA G. HUNTINGTON	509 West Scenic Street Leesburg, FL 34748
ROBERT E. CAUTHEN	1627 Loves Point Drive Leesburg, FL 34748

ARTICLE VIII. INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT R. CYRUS	P.O. Box 491635 Leesburg, FL 34749-1635

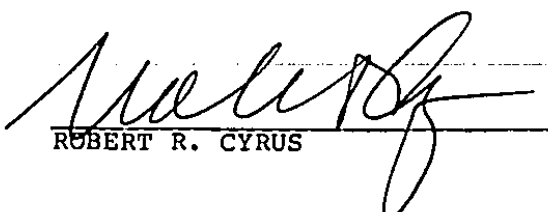
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
ROBERT R. CYRUS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 12 PM 3:15

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this  
10<sup>th</sup> day of December, 1996, by ROBERT R. CYRUS, Incorpo-  
rator to these Articles of Incorporation, and who is personally  
known to me.



Betty Locke  
BETTY LOCKE  
Notary Public

My Commission Expires:

6/2/2000

ACCEPTANCE OF REGISTERED AGENT:

Having been named as Registered Agent, I hereby accept the  
duties and obligations of Section 607.325, Florida Statutes.

Robert R. Cyrus  
ROBERT R. CYRUS