

P96000100724

ALGOA, INC.

December 10, 1996

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

Re: Algoa, Inc.
a for profit corporation


FILED
96 DEC 12 AM 10:41
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation of the above-referenced for profit corporation and a check for the filing fees in the aggregate amount of \$70. Please file the Articles and return one original showing the Division's filing stamp and the "CUS" to the undersigned for the company records.

If you should have any questions, please do not hesitate to call me collect.

Very truly yours,


John W. Priest
President

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-12/12/96--01078--010
*****70.00 *****70.00

Enclosures: Executed Articles of Incorporation (two originals)
Check # 2177 in the amount of \$70

-nc 12/13/96

**ARTICLES OF INCORPORATION
OF
ALGOA, INC.**

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TALLAHASSEE STATE
OFFICE OF THE CLERK

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be Algoa, Inc.

Section 2. The initial principal office and the initial mailing address of the Corporation shall be 3350 Charles Macdonald Drive, Sarasota, Florida 34240.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100,000 shares of common stock, all of one class, having a par value of \$1.00 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by the stockholders pursuant to §607.0731(3), Fla. Stat., and the stockholders shall take action vote or approval of a majority of outstanding shares without imposing on the directors any responsibility or liability for any such action so taken.

Section 2. The number of Directors shall be determined from time to time by the stockholders, but shall not be less than one (1).

Section 3. Directors shall be elected by a majority of the outstanding shares and shall hold office for terms of one year.

ARTICLE VI - BYLAWS

Section 1. The stockholders may adopt bylaws for the Corporation by action by a majority of outstanding shares, provided that the Corporation shall operate without bylaws until such time as bylaws are adopted by the stockholders.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

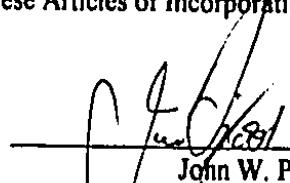
Section 1. The street address of the initial registered office of the Corporation shall be 3350 Charles Macdonald Drive, Sarasota, Florida 34240.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Rosalie F. Priest.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is John W. Priest and the address of the Incorporator is 3350 Charles Macdonald Drive, Sarasota, Florida 34240.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on 10 December, 1996.



John W. Priest

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for Algoa, Inc., as stated in these Articles of Incorporation.



Rosalie F. Priest

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TALLAHASSEE, FLORIDA