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12/27/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.

ACCT#: 075410002172

CONTACT: KAREN B LABORDE

PHONE: (941)334-4121

FAX #: (941)332-4494

NAME: MARK LAWHON & ASSOCIATES, INC.

AUDIT NUMBER.....H96000018105

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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DEC 30 AM 10:30
TALLAHASSEE, FLORIDA

Handwritten signature and date:
12/30/96

FAX AUDIT NO.: H96000018105

MARK LAWHON & ASSOCIATES, INC.

6215 Idlewild Street
Fort Myers, Florida 33912

Telephone: (941) 939-7822
Facsimile: (941) 939-7078

December 27, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

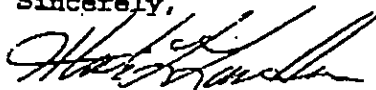
Re: Mark Lawhon & Associates, Inc./Lawhon Properties, Inc.

Dear Sir or Madam:

We are filing Articles of Amendment to the Articles of Incorporation of Mark Lawhon & Associates, Inc. to change its name to Lawhon Properties, Inc. This corporation has been assigned Corporate Number H66107. In addition, we are also filing Articles of Incorporation to establish a new corporation entitled Mark Lawhon & Associates, Inc. The directors, stockholders, registered agent and officers for both corporations are identical.

Thank you for your assistance and cooperation in this matter.

Sincerely,



Mark L. Lawhon
President

MLL:s

FAX AUDIT NO.: H96000018105

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ARTICLES OF INCORPORATION
OF
MARK LAWHON & ASSOCIATES, INC.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be MARK LAWHON & ASSOCIATES, INC. The principal business address of the corporation is 6215 Idlewild Street, Fort Myers, Florida 33912.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Prepared by: Theresa M. Kolish
Florida Bar No.: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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<u>NAME</u>	<u>ADDRESS</u>
MARK L. LAWHON	6215 Idlewild Street Fort Myers, Florida 33912

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two Directors initially, and the names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARK L. LAWHON	12361 Blasingim Road Fort Myers, Florida 33912
FONNA L. LAWHON	12361 Blasingim Road Fort Myers, Florida 33912

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

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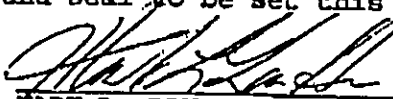
NAME

MARK L. LAWHON

ADDRESS

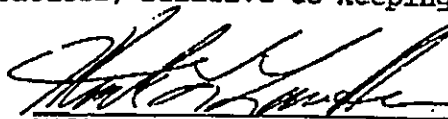
12361 Blasingim Road
Fort Myers, Florida 33912

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 27TH day of December, 1996.


MARK L. LAWHON

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


MARK L. LAWHON, Registered Agent

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