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Clare A. Duchonin, PA  
Requestor's Name

3845-1 Kilbuck Ct  
Address

Tallahassee, FL 32308-4914  
City/State/Zip Phone #

FILED  
97 JAN -2 AM 9 23  
DIVISION OF CORPORATION

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. S. Scott & Associates, Inc  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
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- Mail out
- Will wait
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JAN -2 AM 8 43  
DIVISION OF CORPORATION

Examiner's Initials mc 1/2/97

FILED  
07 JAN - 2 AM 9 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
S. SCOTT AND ASSOCIATES, INC.**

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I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of incorporating S. SCOTT AND ASSOCIATES, INC. (the "Corporation"), under the Laws of the State of Florida.

ARTICLE I

NAME - The name of the Corporation is: S. SCOTT AND ASSOCIATES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS - The Corporation's principal office shall be located at 21 Gulf Breeze Drive, Crawfordville, Florida, 32327, and its mailing address shall be 21 Gulf Breeze Drive, Crawfordville, Florida, 32327.

ARTICLE III

TERM OF EXISTENCE - This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the business to be transacted by the Corporation are to engage in any and all activities and exercise any and all powers, rights and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK - The maximum number of shares of any equity security that the Corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE - The initial registered agent and the street address of the initial registered office of the Corporation shall be CLAIRE A. DUCHEMIN, 3845-1 Killearn Court, Tallahassee, Florida, 32308. The Board of Directors may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VII

INDEMNIFICATION- The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the Corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the Corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

#### ARTICLE VIII

DIRECTORS - The Corporation shall not have less than one (1) Director initially. The number of directors may be increased or decreased by the Board of Directors, as expressed in the Corporation's Bylaws, but shall never be less than one (1). A Director is not required to meet any qualifications other than those required by the laws of the State of Florida. The names and addresses of the initial directors are as follows:

Sandy Scott  
21 Gulf Breeze Drive  
Crawfordville, FL 32327

#### ARTICLE IX

INCORPORATOR - The name and street address of the person acting as the Incorporator of the Corporation are as follows:

Sandy Scott  
21 Gulf Breeze Drive  
Crawfordville, FL 32327

#### ARTICLE X

PREEMPTIVE RIGHTS - All holders of the Corporation's Common Stock shall have Preemptive Rights with respect to any stock, regardless of class or series, issued by the Corporation subsequent to the date on which any such shareholder purchased his shares. The Preemptive Right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the Corporation such that his proportionate ownership interest in the Corporation will remain the same.

#### ARTICLE XI

AMENDMENT - These Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation this 30<sup>th</sup> day of December, 1996.

Sandy Scott  
SANDY SCOTT, Incorporator

STATE OF FLORIDA )

COUNTY OF LEON )

I CERTIFY that on the 30<sup>th</sup> day of December 1996, SANDY SCOTT, who is personally known to me or who presented identification in the form of [Signature], did execute the foregoing Articles of Incorporation as the Incorporator.

Angela J. Wittenberg  
NOTARY PUBLIC



ANGELA J. WITTENBERG  
MY COMMISSION # CG373217 EXPIRES  
June 8, 1998  
BONDED TRULY TRUST INSURANCE, INC.

**CERTIFICATE  
OF  
ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT OF  
S. SCOTT AND ASSOCIATES, INC.**

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Claire A. Duchemin, does hereby accept the appointment as such Registered Agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office which is located at:

3845-1 Killearn Court  
Tallahassee, Florida 32308

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Tallahassee, Leon County, Florida, this 2d day of January, 1997.

By: Claire A. Duchemin  
CLAIRE A. DUCHEMIN

**FILED**  
97 JAN -2 AM 9 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA