

P97000005458

January 13, 1997

Department of State, Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

300002057113--6
-01/14/97--01120--004
*****70.00 *****70.00

Re: SANDHILL MERCHANT GROUP, INC.

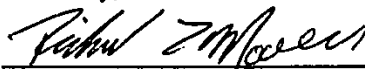
Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of SandHill Merchant Group, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

The undersigned hereby requests expedited service for this filing.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Richard L. Mooers
6721 Taeda Dr., Sarasota, FL 34241

JAN 21 1: BSB

FILED
97 JAN 14 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SANDHILL MERCHANT GROUP, INC.

FILED
97 JAN 14 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is SandHill Merchant Group, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 6721 Taeda Dr., Sarasota, FL 34241.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 6721 Taeda Dr., Sarasota, Florida 34241, and the name of the Corporation's initial registered agent for service of process at such address is Richard L. Mooers.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Richard L. Mooers, 6721 Taeda Dr., Sarasota, FL 34241.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of
January, 1997.

Richard L. Mooers
Richard L. Mooers
6721 Taeda Dr., Sarasota, FL 34241

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SandHill Merchant Group, Inc.
2. The name of the registered agent and office is:

Richard L. Mooers
6721 Taeda Dr., Sarasota, Florida 34241

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.

SIGNATURE Richard L. Mooers

DATE 1-13-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA