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FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

ATTORNEYS AT LAW

PA - ST. PETERSBURG - CLEARWATER

FT. MYERS - TALLAHASSEE

CABLE - FOWHITE
TELEX 82776

2201 SECOND STREET
POST OFFICE BOX 1567
FT. MYERS, FLORIDA 33902

TELECOPIER
(941) 334-3240

(941) 334-7892

January 28, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/03/97--01040--010
***122.50 ***122.50

RE: The Betts-Montgomery Group, Inc.

Dear Sir/Madam:

We are enclosing the original and one copy of the proposed Articles of Incorporation for the above-mentioned corporation. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate designating the Resident Agent for the corporation.

We are enclosing our firm check made payable to Secretary of State for charges as follows:

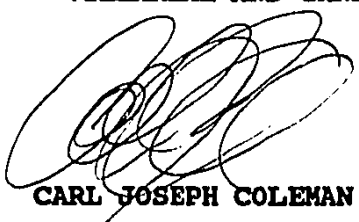
Filing Fee	\$ 35.00
Certified Copy	52.50
Filing Resident Agent Certificate	<u>35.00</u>
Total	\$122.50

FILED
97 FEB -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please advise if anything further is required.

Sincerely yours,

FOWLER, WHITE, GILLEN, BOGGS,
VILLAREAL AND BANKER, P.A.


CARL JOSEPH COLEMAN

P97-11395

CJC/lr
Enclosures

ARTICLES OF INCORPORATION

OF

THE BETTS-MONTGOMERY GROUP, INC.

97 FEB -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: THE BETTS-MONTGOMERY GROUP, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The street address of the initial registered agent of the corporation is 2201 Second Street, 5th Floor, Fort Myers, Florida 33901, and the name of the initial registered agent of the corporation at that address is Carl Joseph Coleman, Esquire. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE V

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is one dollar (\$1.00). The corporation elects to have preemptive rights.

ARTICLE VI

The name and address of the incorporator is:

Rayford A. Betts
2191 Dixie Lane
Alva, Florida 33920

ARTICLE VII

The number of directors to comprise the initial Board of Directors shall be two. Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The names and address of the initial directors of the corporation are:

NAME

Rayford A. Betts

Paul R. Montgomery

ADDRESS

2191 Dixie Lane
Alva, Florida 33920

2191 Dixie Lane
Alva, Florida 33920

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

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, except the Preemptive Rights created in Article V, is subject to this reservation.

ARTICLE X

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XI

The mailing address for the corporation is 2191 Dixie Lane,
Alva, Florida 33920.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of January, 1997.



Rayford A. Betts

STATE OF FLORIDA)
)
COUNTY OF LEE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Rayford A. Betts known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of January, 1997.



My Commission Expires:

Linda L. Reese
NOTARY PUBLIC, State of Florida
at Large

Print Name: LINDA L Reese

Commission No: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT THE BETTS-MONTGOMERY GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Myers, County of Lee, State of Florida, has named Carl Joseph Coleman, Esquire located at 2201 Second Street, 5th Floor, Fort Myers, Florida 33901, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Carl Joseph Coleman

97 FEB -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED