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STRAYHORN & STRAYHORN
ATTORNEYS AND COUNSELLORS AT LAW
2125 FIRST STREET, SUITE 200
FORT MYERS, FLORIDA
941/334-1269

GUY M. STRAYHORN (1889-1901)
NORWOOD R. STRAYHORN (1911-1989)
GUY R. STRAYHORN
E. BRUCE STRAYHORN
RICHARD W. PRINGLE

MAILING ADDRESS:
P. O. BOX 1268
FORT MYERS, FL 33908
FACSIMILE
941/334-1060

March 21, 1997

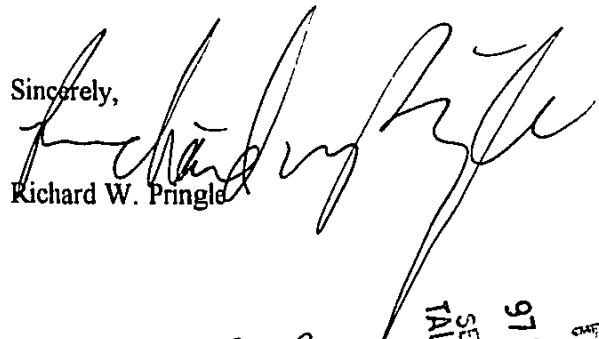
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DIVISION OF CORPORATIONS
P. O. BOX 6327
Tallahassee, FL 32314
Attn: New Filing

Dear Sir or Madam:

Enclosed please find an original and one copy of articles of incorporation for Wm. Frank Futch, Inc. Also, enclosed please find a check in the amount of \$70.00 to cover filing of same. Please file the articles of incorporation and return a stamped copy to me for my client. Your cooperation is greatly appreciated.

Sincerely,


Richard W. Pringle

RWP/hds
970056
Enclosures

MAR 27

BSB

FILED
97 MAR 24 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

97 MAR 24 AM 8:52

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WM. FRANK FUTCH, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WM. FRANK FUTCH, INC.

The address of the principal office of this corporation shall be 2744 E. Edison Avenue, Fort Myers, Florida 33916, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2744 E. Edison Avenue, Fort Myers, Florida 33916, and the name of the initial registered agent of the corporation at that address is Wm. Frank Futch.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall initially have one director. The names and addresses of the initial members of the Board of Directors are:

Wm. Frank Futch	2744 E. Edison Avenue
Dir.	Fort Myers, Florida 33916

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Wm. Frank Futch	2744 E. Edison Avenue
President, Secretary, Treasurer	Fort Myers, Florida 33916

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Wm. Frank Futch	2744 E. Edison Avenue
	Fort Myers, Florida 33916

IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this
21st day of March, 1996.

Wm. Frank Futch
Wm. Frank Futch

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Wm. Frank Futch, an individual residing in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

By: Wm. Frank Futch
Wm. Frank Futch, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA