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April 3, 1997

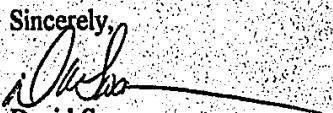
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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Dear Sirs,

Enclosed is a filing and check to register a new corporation. I have enclosed three copies of the Articles of Incorporation, and a stamped self-addressed return envelope so a dated copy can be returned to me.

Sincerely,


David Swann
779 Keeneland Pike
Lake Mary, Fl. 32746

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 APR - 7 PM 12:02

ufw 4-7-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 18, 1997

DAVE SWANN
779 KEENELAND PIKE
LAKE MARY, FL 32746

The name **SWANN & ASSOCIATES SALES, INC.** has been reserved for 120 days beginning March 17, 1997. The reservation number is R97000001271 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 197A00013384

ARTICLES OF INCORPORATION
OF
SWANN & ASSOCIATES SALES, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **SWANN & ASSOCIATES SALES, INC.**

ARTICLE TWO

The corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Fla. Stat.

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE FOUR

The street address of the initial principal office of the corporation is **779 Keeneland Pike, Lake Mary, Florida 32746**. The mailing address of the corporation is the same. The address of the initial registered office is **779 Keeneland Pike, Lake Mary, Florida 32746**, and the name of the corporation's initial registered agent to receive service of process is **David W. Swann**.

ARTICLE FIVE

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the persons who are to serve as Directors are:

Name

Address

David W. Swann

779 Keeneland Pike
Lake Mary, FL 32746

Nancy Swann

779 Keeneland Pike
Lake Mary, FL 32746

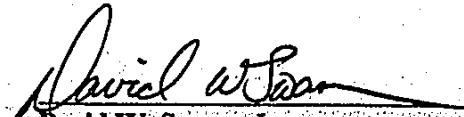
ARTICLE SIX

The name and address of the incorporator is David W. Swann, 779 Keeneland Pike, Lake Mary, Florida 32746.

ARTICLE SEVEN

This corporation shall have perpetual existence.

Dated APRIL 3, 1997.


David W. Swann, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE**

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DIVISION OF CORPORATIONS
97 APR -7 PM 12:02

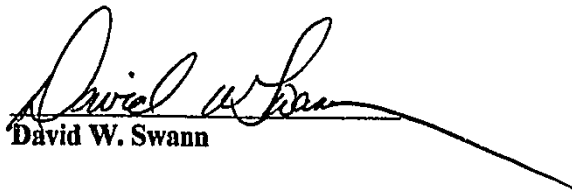
Pursuant to the provisions of Section 607.0501, Fla. Stat., the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is **Swann & Associates Sales, Inc.**
2. The name and address of the registered agent and office is:

Registered Agent: **David W. Swann**

Registered Office: **779 Keeneland Pike, Lake Mary, Florida 32746**

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.


David W. Swann