

P91000033880

STRAYHORN & STRAYHORN

ATTORNEYS AND COUNSELLORS AT LAW

2125 FIRST STREET, SUITE 200

FORT MYERS, FLORIDA

941/334-1269

GUY M. STRAYHORN (1959-1981)
NORWOOD R. STRAYHORN (1911-1982)
GUY R. STRAYHORN
E. BRUCE STRAYHORN
RICHARD W. PRINGLE

MAILING ADDRESS:
P. O. BOX 1288
FORT MYERS, FL 33902

FACSIMILE
941/334-1069

April 8, 1997

DIVISION OF CORPORATIONS

P. O. BOX 6327

Tallahassee, FL 32314

Attn: New Filing

900002141569--1
-04/14/97--01016--008
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of articles of incorporation for FRANKLIN SCOTT CONSULTING, 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 date stamped copy to me for my client. Your cooperation is greatly appreciated.

Sincerely,

Richard W. Pringle

RWP/hds
970064
Enclosures

APR 15

BSB

FILED
97 APR 14 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FRANKLIN SCOTT CONSULTING, INC.

FILED
97 APR 14 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FRANKLIN SCOTT CONSULTING, INC.

The address of the principal office of this corporation shall be 16421 Millstone Circle, Suite 310, Fort Myers, Florida 33908, 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent's office of the corporation shall be 6337 PGA Drive, North Fort Myers, Florida 33917, and the name of the initial registered agent of the corporation at that address is George Zartman.

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 have two directors, initially. The names and addresses of the initial members of the Board of Directors are:

George Zartman	6337 PGA Drive
Dir.	North Fort Myers, Florida 33917

David Hasting	16421 Millstone Circle
Dir.	Suite 310
	Fort Myers, Florida 33908

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:

George Zartman	6337 PGA Drive
President	North Fort Myers, Florida 33917

David Hasting	16421 Millstone Circle
Vice President	Suite 310
	Fort Myers, Florida 33908

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:

George Zartman
6337 PGA Drive
North Fort Myers, Florida 33917

IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this
7th day of April, 1997.

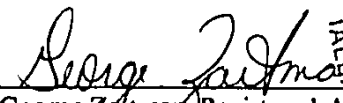

George Zartman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

George Zartman, an individual residing in the State of Florida, having an address of 6337
PGA Drive, North Fort Myers, Florida 33917, 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:


George Zartman, Registered Agent

FILED
97 APR 14 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA