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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PAYNE, SANDERS AND ASSOCIATES, INC.

AUDIT NUMBER.....H97000006226

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 17 1997

H97000006226

**ARTICLES OF INCORPORATION
OF
PAYNE, SANDERS, AND ASSOCIATES, INC.**

FILED

97 APR 17 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PAYNE, SANDERS, AND ASSOCIATES, INC.

The principal place of business of this corporation shall be 826 Loggerhead Street, Sugarloaf Key, Florida 33042.

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 1000 shares of common stock have \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 826 Loggerhead Street, Sugarloaf Key, Florida 33042 and the name of the initial registered agent of the corporation at that address is Tom Goddard.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

This instrument was
prepared by:
Michelle L. Calton, Esq.
Attorney at Law
507 Whitehead Street
Key West, Florida 33040
(305)296-7750
Florida Bar #0985120

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ARTICLE VI OFFICERS AND DIRECTORS

This corporation shall have one officer and director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation or until a successor is elected or appointed is:

Tommy D. Payne President/Secretary

ARTICLE VII INCORPORATOR

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

Michelle I. Cates
507 Whiteload Street
Key West, Florida 33040

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of April, 1997.

By: Michelle I. Cates
Michelle I. Cates

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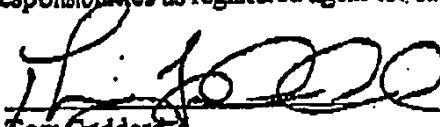
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Chapter 48, Florida statutes, the following is submitted in compliance with said statute:

That PAYNE, SANDERS, AND ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Key West, Monroe County, Florida, has named Tom Goddard, located at 826 Loggerhead Street, Sugarloaf Key, Monroe County, State of Florida, 33042, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Tom Goddard
Registered Agent

This instrument was
prepared by:
Michelle L. Cates, Esq.
Attorney at Law
507 Whitehead Street
Key West, Florida 33740
(305)296-7760
Florida Bar #0985120

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