

LAW OFFICES OF
WHEELER & HACKNEY, P.A.
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789
INTERNET: <http://www.wealthcare.com>

FILED
SECRETARY OF STATE
97 MAY 23 AM 11:22

KENNETH B. WHEELER, LL.M. TAX
EMAIL: kwheeler@wealthcare.com
ROBERT C. HACKNEY
EMAIL: rhackney@wealthcare.com

(407) 645-1779
FAX (407) 740-5691

EFFECTIVE DATE
5-22-97

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*****70.00 *****70.00

May 22, 1997

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

VIA - FEDERAL EXPRESS
3770650785

Re: ROBERT E. LANGFORD CORPORATION; Incorporation


Dear Sir or Madam:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Registered Agent in the above referenced matter for filing.

Also enclosed is our check in the sum of \$70.00 payable to the Secretary of State, representing the filing fees. We do not require a certified copy, just a copy with the filing information indicated.

Please return the copy of the filed Articles of Incorporation in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,
WHEELER & HACKNEY, P.A.

Vickie L. Barker
Legal Assistant to
Robert C. Hackney, Esq.

/vlp
Enclosures

RP
5.27.97

EFFECTIVE DATE

5-22-97

FILED
SECRETARY OF STATE
CORPORATION

ARTICLES OF INCORPORATION

OF

97 MAY 23 AM 11:22

ROBERT E. LANGFORD CORPORATION

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation shall be:

ROBERT E. LANGFORD CORPORATION

**ARTICLE II
DURATION**

The Corporation shall commence existence and be effective as of May 22, 1997, pursuant to Florida Statute 607.0203, and exist perpetually until dissolved according to law.

**ARTICLE III
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Wheeler & Hackney, P.A.
Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

The name of the initial registered agent of this Corporation at that address shall be:

ROBERT C. HACKNEY

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or

under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
ROBERT E. LANGFORD	300 East New England Avenue Winter Park, FL 32789
ROBERT L. LANGFORD, II	300 East New England Avenue Winter Park, FL 32789
GERALDINE LANGFORD LIFF	300 East New England Avenue Winter Park, FL 32789

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

ROBERT C. HACKNEY
Wheeler & Hackney, P.A.
Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at:

Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

The mailing address of the corporation is:

Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

ARTICLE IX
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

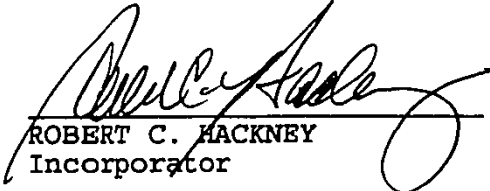
1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to

establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 22nd day of May, 1997.

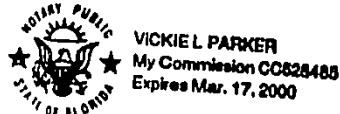

ROBERT C. HACKNEY
Incorporator

STATE OF FLORIDA)
 : ss.:
COUNTY OF ORANGE)

Before me personally appeared ROBERT C. HACKNEY, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, Florida this 22nd day of May, 1997.


Notary Public, State of Florida
at Large



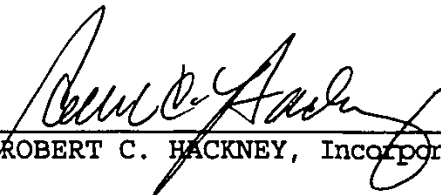
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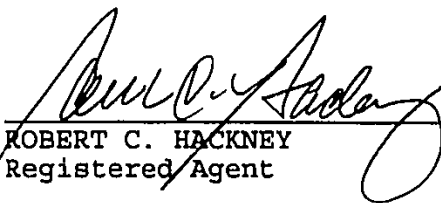
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

ROBERT E. LANGFORD CORPORATION

Pursuant to Florida Statute, ROBERT E. LANGFORD CORPORATION, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named ROBERT C. HACKNEY located thereat as its registered agent to accept service of process within this state.

By: 
ROBERT C. HACKNEY, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
ROBERT C. HACKNEY
Registered Agent