

RICHARD S. FITZPATRICK
CURTIS J. NEAL
JAMES A. NEAL, JR.

CHARLES S. FITZPATRICK
1923 - 1986

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Fitzpatrick & Fitzpatrick, P.A.

ATTORNEYS AT LAW
213 NORTH APOPKA AVENUE
INVERNESS, FLORIDA 34450-4296

AREA CODE 352
726-1821
FAX # 726-4246

May 23, 1997

CERTIFIED MAIL/RRR# P-432-356-099

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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05/27/97-01151-012
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Re: ARTICLES OF INCORPORATION FOR:
COX & COX, INC.

Dear Sir or Madam:

Enclosed herewith is an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fee:	\$ 35.00
Certified Copy:	\$ 52.50
Registered Agent Fee:	<u>\$ 35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation for the above-named corporation and return a certified copy to the undersigned in the self-addressed/stamped envelope which is enclosed for your use. Your prompt attention to this matter is appreciated.

Sincerely,


James A. Neal, Jr.

JAN:cs

Enclosures: Original and copy of Articles of Incorporation;
check; return envelope

cc: Mr. Wayne Cox (w/encs.)
Mr. Philip Price (w/encs.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 2:21

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

FOR

COX & COX, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

Article 1. Name.

The name of this corporation is: **COX & COX, INC.**

Article 2. Principal Office/ Mailing Address.

The street address of the initial principal office is:

**1448 North U.S. Highway 41
Inverness, Florida 34450**

The mailing address of the corporation is:

**11047 West Harbor Watch Loop
Crystal River, Florida 34428**

Article 3. General Purpose.

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Article 4. Capital Stock.

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

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Cox & Cox, Inc.
page 2**

Article 5. Initial Registered Office and Agent.

The name and street address of the initial registered agent and office of this corporation are:

**J. Wayne Cox
1448 North U.S. Highway 41
Inverness, Florida 34450**

Article 6. Initial Board of Directors.

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the by laws, but shall never be less than one. The name and address of the initial director of this corporation is:

**J. Wayne Cox
1448 North U.S. Highway 41
Inverness, Florida 34450**

Article 7. Incorporator.

The name and address of each incorporator is:

**J. Wayne Cox
1448 North U.S. Highway 41
Inverness, Florida 34450**

Article 8. By-Laws.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders of this corporation.

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Cox & Cox, Inc.
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Article 9. Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

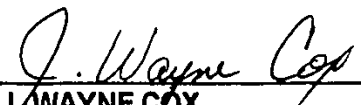
Article 10. Amendments.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders or Directors is subject to this reservation.

Article 11. Pre-emptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase at pro-rata share thereof at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of May, 1997.



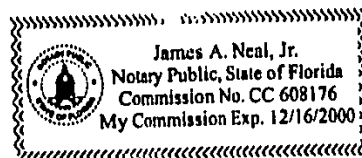
J. WAYNE COX

**STATE OF FLORIDA
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me this 23 day of May, 1997, by J. WAYNE COX, who is personally known to me or who produced Florida Driver's License No. C200439470160 as identification, and who ~~did~~ did not take an oath.



Notary Public
My Commission Expires:



SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
97 MAY 27 PM 2:22

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

COX & COX, INC.

2. The name and address of the registered agent and office is:

**J. Wayne Cox
1448 North U.S. Highway 41
Inverness, Florida 34450**

**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.**

By: J. Wayne Cox
J. Wayne Cox, Registered Agent

Date: May 23, 1997