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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 434341 80741A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 19, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 434341-005

CUSTOMER NO: 80741A

CUSTOMER: Robert P. Scheb, Esq
BOWMAN GEORGE SCHEB TOALE &
MARSHALL, P.A.
Suite 3
22 South Tuttle Avenue
Sarasota, FL 34237

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DOMESTIC FILING

NAME: W.P. WEIMER AND ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
JUN 19 1997
PM 2:05
TALLAHASSEE, FLORIDA

RECEIVED
JUN 19 1997
AM 11:32
DIVISION OF CORPORATION

3N JUN 19 1997

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**BOWMAN, GEORGE, SCHEB,
TOALE & MARSHALL, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

Established 1912

22 SOUTH TUTTLE AVENUE, SUITE 3
SARASOTA, FLORIDA 34237

TELEPHONE: (941) 366-5510

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June 18, 1997

DAVID G. BOWMAN
DAVID G. BOWMAN, JR.
EUGENE O. GEORGE
THOMAS K. MARSHALL
ROBERT P. SCHEB
JAMES E. TOALE

OF COUNSEL:
JAMES J. DRYMON
I.W. WHITESELL, JR.

JOHN F. BURKET
(1875-1947)

JOHN F. BURKET, JR.
(1915-1984)

V. MORRIS SMITH
(1921-1996)

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

Re: **W.P. Weimer and Associates, Inc.**
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced matter. Also enclosed is a check in the amount of \$122.50 for the fees and for a certified copy to be returned to this office via CSC Networks.

Should you need any additional information, please contact me.

Very truly yours,

BOWMAN, GEORGE, SCHEB, TOALE
& MARSHALL, P.A.

By: 

Robert P. Scheb

RPS/jlp
encls.

ARTICLES OF INCORPORATION

OF

W.P. WEIMER AND ASSOCIATES, INC.

FILED

97 JUN 19 PM 2:05

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name.

The name of the Corporation is: W.P. WEIMER AND ASSOCIATES, INC.
The address of the principal office of this corporation shall be 7415 Curlew Street, Sarasota, Florida 34241, and the mailing address will be 7415 Curlew Street, Sarasota, Florida 34241.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is 5000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent.

The street address of the initial Registered Office of the Corporation is 22 S. Tuttle Avenue, Suite 3, Sarasota, Florida 34237, and the name of its initial Registered Agent at that address is Robert P. Scheb.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from

time to time in accordance with the ByLaws but shall never be less than one (1). The name and address of the initial Directors of the Corporation are as follows:

William P. Weimer
7415 Curlew Street
Sarasota, FL 34241

Kathleen F. Weimer
7415 Curlew Street
Sarasota, FL 34241

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

William P. Weimer
7415 Curlew Street
Sarasota, FL 34241

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

The initial Director(s) shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17 day of June, 1997.


WILLIAM P. WEIMER

STATE OF FLORIDA)

COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 17th day of June, 1997 by WILLIAM P. WEIMER, who is personally known to me or has produced N/A as identification.


JOANNE PERRY
NOTARY PUBLIC

My Commission Expires:

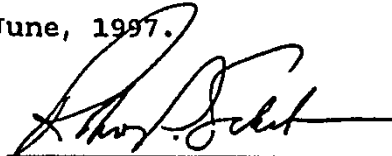


JOANNE PERRY
MY COMMISSION # CC433802 EXPIRES
January 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of W.P. WEIMER AND ASSOCIATES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 17th day of June, 1997.



ROBERT P. SCHEB, Registered Agent

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STATE
TALLAHASSEE, FLORIDA