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Counsellors at Law

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Maitland, Florida 32751

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John S. Schoene

P97 0000 58033

March 24, 1997

James S. Byrd, Jr.
Of Counsel
FILED
MAR 30 AM 1:16
TALLAHASSEE, FLORIDA

VIA UPS OVERNIGHT

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

7-1-97

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-03/25/97--01053--001

***122.50 ***122.50

RE: Edwards & Associates, Inc.

To Whom It May Concern:

Enclosed you will find two original Articles of Incorporation for the above referenced corporation. Also enclosed is our firm check in the amount of \$122.50. Please file these Articles and return a copy to this office in the enclosed return envelope.

Thank you for your assistance and cooperation.

Sincerely,

Teresa D. Pritchard

Teresa D. Pritchard
Assistant to John Schoene

TDT/pbj
enclosures

cc: Edwards & Associates, Inc.

W97 7267
562

F. CHESON JUL 2 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 28, 1997

TERESA D PRITCHARD ASSISTANT
JOHN SCHOENE ESQUIRE
230 LOOKOUT PL STE 200
MAITLAND, FL 32751

SUBJECT: EDWARDS & ASSOCIATES, INC.
Ref. Number: W97000007267

FILED
97 JUN 30 AM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*FYI
you kept
the check.
T*

We have received your document for EDWARDS & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 097A00015838

K. Edwards & Associates Inc.

ARTICLES OF INCORPORATION

OF

K. EDWARDS & ASSOCIATES, INC.

W. S. C. FITE
7-1-97

FILED
97 JUN 30 AM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be K. EDWARDS & ASSOCIATES, INC. and the principal place of business shall be 974 Willow Run, Winter Springs, FL 32708.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - GENERAL PURPOSE

The general purpose for which this Corporation is organized shall be:

It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 974 Willow Run, Winter Springs, FL 32708. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation is William K. Edwards. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

(1). The initial number of directors of this Corporation shall be one (1).

(2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

(3). The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
William K. Edwards	974 Willow Run Winter Springs, FL 32708

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
JOHN S. SCHOENE	230 Lookout Place, #200 Maitland, FL 32751

ARTICLE VIII - AMENDMENT TO ARTICLES

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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 15th day of July 1997.

John S. Schoene (SEAL)
JOHN S. SCHOENE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JOHN S. SCHOENE, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of July 1997.



TERESA D PRITCHARD
My Commission CC554413
Expires Nov. 18, 1998

Teresa D. Pritchard
Notary Public, State of Florida

My Commission Expires:

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

Signature: John S. Schoene

Date: 7-1-97

FILED
97 JUN 30 AM 1:16
DEPUTY CLERK OF STATE
TALLAHASSEE, FLORIDA