

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 16 AM 9:30

ARTICLES OF INCORPORATION  
OF  
SANDRA A. WESTHOFF, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 16 AM 9:30

These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and set forth that:

ARTICLE I

Name

The name of this corporation is Sandra A. Westhoff, Inc.

ARTICLE II

Purpose

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

Common Stock

The aggregate number of shares which this corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value of not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE IV

Principal and Registered Office

The street and mailing address of the principal office is 200 N. Garden Avenue, Suite A, Clearwater, Florida 33755. The initial registered office of the corporation is 200 N. Garden Avenue, Suite A, Clearwater, Florida 33755 and the name of the registered agent of the corporation is:

Name

Address

Ronald P. Teevan

200 N. Garden Avenue, Suite A  
Clearwater, Florida 33755

Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

## ARTICLE V

### Board of Directors

There shall be a minimum of one (1) director and the exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided in the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President and Secretary, and such other officers and assistant officers as the Board of Directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws and the directors by appropriate resolution.

## ARTICLE VI

### First Board of Directors

The first Board of Directors shall consist of one (1) member whose name and address is:

Name

Address

Sandra A. Westhoff

2911 Mill Stream Court  
Clearwater, Florida 33761

## ARTICLE VII

### Incorporator

The name and address of the Incorporator is:

Name

Sandra A. Westhoff

Address

2911 Mill Stream Court  
Clearwater, Florida 33761

ARTICLE VIII

Indemnification

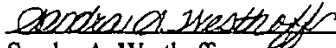
The corporation shall indemnify every person who is serving or has served as a director, officer, employee or agent of the corporation, or, at its request of any other corporation, partnership, joint venture, trust, or other enterprise, in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled.

ARTICLE IX

Preemptive Rights

Every shareholder upon the sale 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 his pro rata share at the same price and/or upon the same terms at which it is offered to others.

WITNESS WHEREOF my signature this 9<sup>th</sup> day of July, 1997.

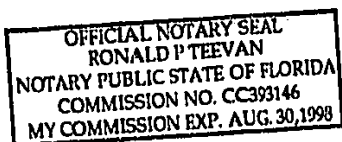
  
Sandra A. Westhoff  
Incorporator

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 1997 by Sandra A. Westhoff, who is personally known to me or who has produced a Florida driver's license as identification and did take an oath.

My commission expires:

  
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT SANDRA A. WESTHOFF, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF CLEARWATER, STATE OF FLORIDA, HAS NAMED RONALD  
P. TEEVAN, LOCATED AT 200 N. GARDEN AVENUE, SUITE A, CITY OF CLEARWATER,  
STATE OF FLORIDA 33755, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
Ronald P. Teevan, Registered Agent

DATED: July 9th, 1997

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUL 16 AM 9:30