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August 15, 1997

WILLIAM B. WATSON, III  
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WILLIAM B. WATSON, JR.  
1908-1978

SPECIAL TAX AND ESTATE COUNSEL  
CONE, YONG & HOUSTON, P.A.

FRED M. CONE, JR.  
FRANK J. YONG  
CLARENCE H. HOUSTON, JR.  
PATRICIA HELWIG

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Conrath Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation of Conrath Group, Inc., together with the Certificate Designating Place of Business and Resident Agent. Enclosed please find our check in the amount of \$70.00 for the filing fee for the above corporation.

Thank you, and if anything further is needed, please let us know.

Sincerely yours,

*Fay Lasseter*  
Fay Lasseter  
Legal Assistant  
Enclosures

700002269437--9  
-08/18/97-01050-020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE  
8-25-97

FILED  
97 AUG 27 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
8/19/97

*11/17/19204*  
*625*



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 19, 1997

FAY LASSETER, LEGAL ASSISTANT  
WATSON, FOLDS, STEADHAM & WALKER  
P.O. BOX 1070  
GAINESVILLE, FL 32602

SUBJECT: CONRATH GROUP, INC.  
Ref. Number: W97000019204

We have received your document for CONRATH GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 197A00042039

ARTICLES OF INCORPORATION  
OF  
CONRATH GROUP, INC.

FILED  
97 AUG 27 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is CONRATH  
GROUP, INC.

EFFECTIVE DATE

Article II

8-25-97

Duration. The period of duration of this Corporation  
shall be perpetual, commencing on the date of execution and  
acknowledgment of these articles.

Article III

Purpose. The purpose of this Corporation is to engage  
in any activities or businesses permitted under the laws of  
the United States and under the Florida General Corporation  
Act including, but not limiting the acquisition of life  
insurance bonds, debentures, commodities, leaseholds,  
options, puts and calls, easements, mortgages, notes, mutual  
funds, investment trusts, common trust funds, voting trust  
certificates, and any class of stock or right to subscribe  
for stock, including trading on margin.

Article IV

Capital Stock. This Corporation is authorized to issue  
1000 shares of One Cent (\$.01) par value common stock.

#### Article V

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### Article VI

Initial Registered Office and Agent. The street address of the principal office is 2901 SW 41st Street, Ocala, FL 34474, and the street address of the initial registered office of this Corporation is 527 East University Avenue, Gainesville, Florida 32601, and the name of the initial registered agent of this Corporation is WILLIAM B. WATSON, III.


#### Article VII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is William B. Watson, III, 527 East University Avenue, Gainesville, Florida 32601.

Article VIII

Incorporator. The name and address of the person signing these Articles is WILLIAM B. WATSON, III, 527 East University Avenue, Gainesville, Florida 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of August, 1997.

  
WILLIAM B. WATSON, III,  
Incorporator

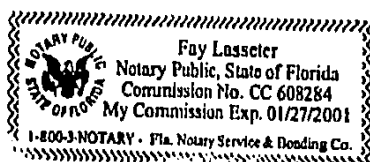
STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me, personally appeared WILLIAM B. WATSON, III, who is personally known to me, and says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 25<sup>th</sup> day of August, 1997.

(SEAL)

Sign Fay Lasseter  
Print \_\_\_\_\_  
Notary Public  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

**27 AUG 27 AM 9:08**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -That CONRATH GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named WILLIAM B. WATSON, III, located at 527 East University Avenue, City of Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

William B. Watson, III  
Resident Agent