

P97000077094

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Paragon Capital Management, Inc.
(Proposed corporate name - must include suffix)

900002284069- -9
-09/03/97--01065--019
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy
 \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Willett E. Wentzel, Jr.
Name (Printed or typed)

6550 Ridgewood Drive

Address

Naples, FL 34108

City, State & Zip

(941) 566-1600

Daytime Telephone number

97 SEP -3 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

J. Medea SEP 5 1997

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

PARAGON CAPITAL MANAGEMENT, INC

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Paragon Capital Management, Inc.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is:

- (a) To provide investment management services.
- (b) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.
- (c) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (d) To engage in any and all lawful business, trades, occupations and professions.
- (e) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, along, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.
- (f) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or

expedient for the protection or benefit of this Corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having the par value of One Cent (\$.10).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

PREEEMTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive rights.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation is to be 6550 Ridgewood Drive, Naples, Florida 34108. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is One (1), whose name and address is : Willett E. Wentzel, Jr., 6550 Ridgewood Drive, Naples, Florida 34108.

ARTICLE VIII

INITIAL OFFICER

The name and address of the corporation's initial officer is: Willett E. Wentzel, Jr., 6550 Ridgewood Drive, Naples, Florida 34108.

ARTICLE IX

INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is 6550 Ridgewood Drive, Naples, Florida 34108 and the name of this Corporation's initial registered agent is :

Willett E. Wentzel, Jr.
6550 Ridgewood Dr
Naples, Florida 34108

ARTICLE X

INCORPORATOR

The name and address of the incorporator is: Willett E. Wentzel, Jr. 6550 Ridgewood Dr Naples, Florida 34108.

ARTICLE XI

SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as a Sub Chapter S Corporation.

ARTICLE XII

BY LAWS

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

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgement, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing

right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE XIV

AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of September, 1997.



Incorporator

STATE OF FLORIDA)
) SS :
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared WILLETT E. WENTZEL, JR. who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Naples, Collier County, Florida this 2nd day of September, 1997.


Notary Public, State of Florida
Print Name : Nancy J. ENNIS

My Commission Expires:



NANCY JANE ENNIS
My Commission DC580740
Expires Jun. 06, 2000

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act :

That **PARAGON CAPITAL MANAGEMENT, INC.**, desiring to incorporate under the laws of the State of Florida, has named **WILLETT E. WENTZEL, JR.** with an address of 6550 Ridgewood Drive, Naples, Florida 34108, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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

Dated this 2nd day of September, 1997.



Willett E. Wentzel, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED