

P 97000082896



ACCOUNT NO. : 072100000032
REFERENCE : 541210 5046722
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 70.00

FILED
97 SEP 24 AM 8:24
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ORDER DATE : September 24, 1997
ORDER TIME : 10:02 AM
ORDER NO. : 541210-005
CUSTOMER NO: 5046722

CUSTOMER: Gilbert H. Davis, Esq
SIMS, MOSS, KLINE, DAVIS LLP 100002302141--2
400 Northpark Town Center, Sui
1000 Abernathy Road, N.e.
Atlanta, GA 30328

DOMESTIC FILING

NAME: NEDDAVIS INVESTMENTS
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper
EXAMINER'S INITIALS: _____

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97 SEP 24 AM 11:27
SECRETARY OF STATE

18N SEP 24 1997
W-21922
02857
0061



RECEIVED

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

SEP 24 PM 4:13

DEPARTMENT OF CORPORATION

September 24, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: NEDDAVIS INVESTMENT MANAGEMENT, INC.
Ref. Number: W97000021922

We have received your document for NEDDAVIS INVESTMENT MANAGEMENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00047283

RESUBMIT

Please give original
submission date as file date

. . .

**ARTICLES OF INCORPORATION
OF
NEDDAVIS INVESTMENT MANAGEMENT, INC.**

The undersigned, acting as incorporator of NedDavis Investment Management, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is:

NedDavis Investment Management, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

600 Bird Bay Drive West
Venice, Florida 34292

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1201 Hays Street, Tallahassee, Florida 32301, as the street address of the initial registered office of the corporation and names Corporation Service Company, the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Ned Davis.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

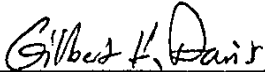
<u>Name</u>	<u>Address</u>
Gilbert H. Davis	Sims Moss Kline & Davis LLP 400 Northpark Town Center, Suite 310 1000 Abernathy Road, N.E. Atlanta, Georgia 30328

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on September 23, 1997.



Gilbert H. Davis, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Its Agent, Deborah D. Skipper

das

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