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ACCOUNT NO. : 072100000032
REFERENCE : 622103 3487A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : December 4, 1997
ORDER TIME : 10:32 AM
ORDER NO. : 622103-005
CUSTOMER NO: 3487A

CUSTOMER: Steven R. Greenberg, Esq.
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

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DOMESTIC FILING

NAME: WILLIAM H. MEYER & ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 DEC -4 PM 1: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -4 AM 11: 36
DIVISION OF CORPORATION

nc 12/4/97

ARTICLES OF INCORPORATION
OF
WILLIAM H. MEYER & ASSOCIATES, INC.

FILED
97 DEC -4 PM 1: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be WILLIAM H. MEYER & ASSOCIATES, INC. and the principal office and mailing address is 5110 Brywill Circle, Sarasota, Florida 34234.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida and for management consulting.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5110 Brywill Circle, Sarasota, Florida 34234, and the name of the initial registered agent of this corporation at the address is Carl S. Meyer.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, by By-Laws which shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Carl S. Meyer
5110 Brywill Circle
Sarasota, Florida 34234

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

Carl S. Meyer
5110 Brywill Circle
Sarasota, Florida 34234

ARTICLE VIII. TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written, or printed upon the certificate representing said shares, and the By-Laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX. TRANSACTION WITH INTERESTED

DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE X. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

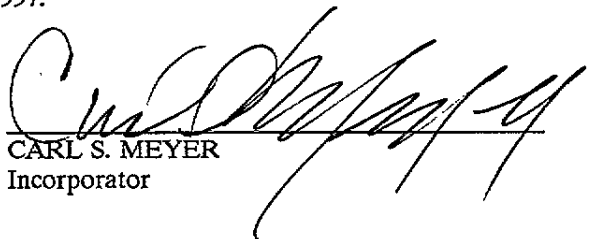
ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII. DATE OF COMMENCEMENT

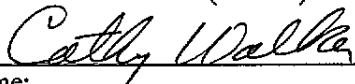
The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of December, 1997.


CARL S. MEYER
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 3rd day of December, 1997, by CARL S. MEYER. He is personally known to me or has produced NY Drivers License as identification and who did (did not) take an oath.

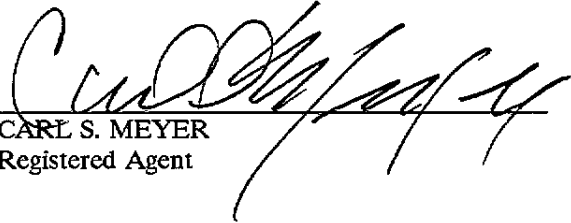

Print Name: _____
Notary Public, State of Florida at Large
Commission No. _____
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

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.

Dated: 3 December, 1997.



CARL S. MEYER
Registered Agent

FILED
97 DEC -4 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA