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December 5, 1997

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

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*****70.00 *****70.00

RE: RUSSELL AND RUSSELL, INC.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for the new corporation listed above. I have enclosed my firm's check in the amount of \$70.00 which represents the following:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
Total Filing Fee	\$ 70.00

Once the above referenced Articles have been filed, please forward to my office in the enclosed self addressed stamped envelope the receipt for the filing of same.

Thank you for your assistance in this matter and if you have any questions, please contact me.

Sincerely,

Walter R. Moon
Walter R. Moon

WRM:ba
Enclosures
cc: Russell and Russell, Inc.
russellss.ltr

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ARTICLES OF INCORPORATION

OF

RUSSELL AND RUSSELL, INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be RUSSELL AND RUSSELL, INC.

ARTICLE II. . ADDRESS

The address of the principal office and mailing address of this corporation shall be 876 Town Circle Road, Maitland, FL 32751.

ARTICLE III. NATURE AND DURATION OF CORPORATE BUSINESS

The corporation may engage or transact in any or all lawful activity or business permitted under the laws of the United States and the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue a maximum of 7,500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida shall be Walter R. Moon, 200 N. Primrose Drive, Orlando, FL 32801.

ARTICLE VI. TERM OF EXISTENCE

The corporation is to exist perpetually.

**ARTICLE VII.
PRE-EMPTIVE RIGHTS**

The corporation elects to have pre-emptive rights.

**ARTICLE VIII.
INCORPORATOR**

The name and address of the initial incorporator of this corporation shall be Thomas W. Russell, Jr., 876 Town Circle Road, Maitland, FL 32751.

**ARTICLE IX.
NAMES OF OFFICERS**

The name of the officer who shall serve until the first election to be held at the first annual meeting of the Board of Directors is as follows:

President:	THOMAS W. RUSSELL, JR.
Secretary/Treasurer:	THOMAS W. RUSSELL, JR.

**ARTICLE X.
NAMES OF DIRECTORS**

The following person shall constitute the membership of the first Board of Directors who shall serve until the first election of members of the Board of Directors at the first annual meeting of the members:

THOMAS W. RUSSELL, JR.
THOMAS W. RUSSELL, SR.

**ARTICLE XI.
BYLAWS**

The bylaws of this corporation shall be adopted by the initial Board of Directors at the organizational meeting of the corporation and thereafter may not be deleted or modified, but may be supplemented when in the opinion of a majority of the Board of Directors at a regular or special meeting such supplementation is deemed necessary. All questions of interpretation of the bylaws shall be decided by the Board of Directors.

**ARTICLE XII.
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Thomas W. Russell Jr.
THOMAS W. RUSSELL, JR.
Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated Dec 5, 1997.

Walter R. Moon
WALTER R. MOON
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county named above personally appeared THOMAS W. RUSSELL, JR. well known to be the person described as incorporator in the foregoing Articles of Incorporation and she acknowledged before me that she executed said Articles of Incorporation.

Witness my hand and official seal this 5th day of December, 1997.

Mary E. Alba
Name: Mary E. Alba
NOTARY PUBLIC
My Commission Expires:

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