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REPLY TO:

P.O. BOX 4195

SARASOTA, FLORIDA 34230

P97000104631

December 10, 1997

VIA OVERNIGHT COURIER

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32339

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-12/11/97--01064--011
*****70.00 *****70.00

RE: J.C. BERTRAND CONSULTANTS, INC.

Dear Sir or Madame:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the referenced corporation. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte
Certified Legal Assistant to
Charles J. Bartlett

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 9:49

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12/12

ARTICLES OF INCORPORATION
OF
J.C. BERTRAND CONSULTANTS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
97 DEC 11 AM 9:49

ARTICLE 1. - NAME

The name of the corporation is J.C. Bertrand Consultants, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 5651 Country Lakes Drive, Sarasota, FL 34243. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 5651 Country Lakes Drive, Sarasota, FL 34243. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Jacqueline Charlebois-Bertrand
5651 Country Lakes Drive
Sarasota, FL 34243

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is:

Jacqueline Charlebois-Bertrand
5651 Country Lakes Drive
Sarasota, FL 34243

ARTICLE 9. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE 11. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 10th day of December, 1997.

Jacqueline Charlebois-Bertrand
JACQUELINE CHARLEBOIS-BERTRAND

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of December, 1997 by JACQUELINE CHARLEBOIS-BERTRAND, who is personally known to me or who has produced N/A as identification and who did take an oath.



SHARON D FIRLOTTE
My Commission CC585501
Expires Jul. 24, 2000

Sharon D. Firlotte
Signature of Notary

Sharon D. Firlotte
Name of Notary (typed or printed)

Notary Public, State of Florida
Serial Number _____

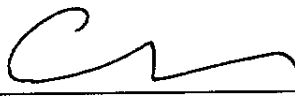
My Commission Expires:

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
J.C. BERTRAND CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 9:49

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Date: December 10th, 1997.



CHARLES J. BARTLETT
Registered Agent