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ARTICLES OF INCORPORATION OF HANSARD & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORID

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be HANSARD & ASSOCIATES, INC.

ARTICLE II

<u>Purpose</u>

This Corporation shall be organized for the purposes of providing a full range accounting and consulting services, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

<u>Agent</u>

The registered agent of this Corporation shall be E. Murray Moore, Jr. The address of the registered agent shall be 215 South Monroe, Second Floor, Tallahassee, FL 32301.

ARTICLE IV

<u>Existence</u>

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 9844 Bubbling Brook Court, Oviedo, FL 32765.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of one hundred (100) shares of common stock.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

<u>Directors</u>

This Corporation shall have no less than one director (1) nor more than fifteen (15). The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names and addresses of the members of the initial Board of Directors are as follows:

<u>Name</u>

Address

Sarah G. Hansard

9844 Bubbling Brook Court Oviedo, FL 32765

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Sarah G. Hansard, 9844 Bubbling Brook Court, Oviedo, FL 32765.

ARTICLE X

<u>Officers</u>

The officers of the Corporation shall be a president, a treasurer, a secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The initial officers of the Corporation shall be as follows: President, Treasurer and Secretary...Sarah G. Hansard.

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party to any action, suit or proceeding by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with any action, suit or proceeding, including appeals, to the full extent allowed pursuant to Section 607.0805, Florida Statutes (1995).

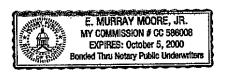
Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this f^{57} day of January, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

THE HOUSE HOUSE

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Sarah G. Hansard, and being first duly sworn and upon her oath, stated that Sarah G. Hansard signed the above Articles of Incorporation for the conditions and purposes therein expressed this _____ day of January, 1998.



NOTARY PUBLIC - STATE OF FLORIDA

PRINTED NAME OF NOTARY; COMMISSION NUMBER AND EXPIRATION OF COMMISSION

Personally known to me X or produced the following identification:

G:\users\murray\hansard.art

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

HANSARD & ASSOCIATES, INC.

2. The name and address of the registered agent and office

is: E MURRAY MOORE, JR.

(NAME)

215 SOUTH MONROE STREET, SECOND FLOOR

(P.O. BOX NOT ACCEPTABLE)

TALLAHASSEE, FLORIDA 32301

(CITY/STATE/ZIP)

Signature:

SARAH G. HANSARD

Title:

Incorporator

Date:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENTAND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY POSITIONS AS REGISTERED AGENT.

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Signature:

E. MURRAY MOORE, JR

Date:

January 1, 1998

Registered Agent Filing Fee: \$35.00