

P98000011728

February 2, 1998

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -4 PM 12:42

Re: R.G. Shanklin & Associates, Inc.

600002420916--9  
-02/04/98--01020--006  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

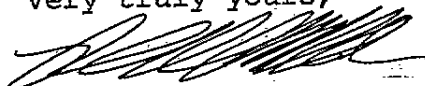
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing and Registered Agent fee	\$70.00
Certified copy	\$52.50
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Richard G. Shanklin, III  
Chief Executive Officer

Richard G. Shanklin, III  
R. G. Shanklin & Associates, Inc.  
P.O. Box 952844  
Lake Mary, Florida 32795-2844

**Articles of Incorporation  
of  
R. G. Shanklin & Associates, Inc.**

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The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is R. G. Shanklin & Associates, Inc.

2. Principal Office/Mailing Address. The street address of the initial principal office is 394 Hanging Moss Circle, Lake Mary, FL 32746.

3. Purpose. The purpose of this corporation is to perform advisory and consulting services and all other legally authorized activities.

4. Shares. The number of shares the corporation is authorized to issue is 1000 shares.

5. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

6. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is:

Richard G. Shanklin, III  
394 Hanging Moss Circle  
Lake Mary, FL 32746

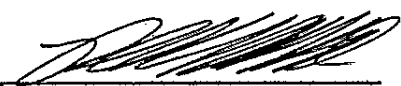
7. Incorporators The name(s) and address(es) of each Incorporator(s) [is] [are]:

Richard G. Shanklin, III  
394 Hanging Moss Circle  
Lake Mary, FL 32746


8. The name(s) and address(es) of the initial director(s) [is]  
[are]:

Richard G. Shanklin, III  
394 Hanging Moss Circle  
Lake Mary, FL 32746

IN WITNESS WHEREOF, the undersigned Incorporator(s) [has]  
[have] executed these Articles of Incorporation this 2ND  
day of FEBRUARY, 1998.

  
RICHARD G. SHANKLIN, III, Incorporator

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes (19  ).

  
RICHARD G. SHANKLIN, III, Registered Agent

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