

The McElwain Group, Inc.

2985 Crayton Road

Tallahassee, FL 32314

P98000013493

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

Enclosed please find the following:

- 1) An original Articles of Incorporation and one copy for the above named corporation.
- 2) An original Certificate of Designation of Registered Office and Registered Agent form and one copy for the above named corporation.
- 3) A money order for \$70.00 for filing fees for the above.

Certified copies are not requested. Please send responses or receipts concerning this filing to the above address. Thank you.

DATE:

February 5, 1998

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-02/09/98--01145--005
*****70.00 *****70.00

Name of Incorporator:

Robert S. McElwain

Signature of Incorporator:

Robert S. McElwain

FILED
98 FEB -9 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
2/11/98

**ARTICLES OF INCORPORATION
of
The McElwain Group, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Pursuant to Chapter 607 of the Florida Business Corporations Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

- Article 1.** The name of the corporation is:
The McElwain Group, Inc.
- Article 2.** The principal place of business and mailing address of this corporation is:
2985 Crayton Road, Naples, FL 34103
- Article 3.** The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.
- Article 4.** The name and street address of the corporation's initial registered agent is:
Robert S. McElwain, 2985 Crayton Road, Naples, FL 34103
- Article 5.** The name and street address of the incorporator of this corporation is:
Robert S. McElwain, 2985 Crayton Road, Naples, FL 34103
- Article 6.** No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: February 5, 1998

Name of Incorporator: Robert S. McElwain

Signature of Incorporator: Robert S. McElwain

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Chapter 607.0501 of the Florida Business Corporations Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

- 1) The name and street address of the corporation's registered office and registered agent is:

Registered Office: The McElwain Group, Inc.
 2985 Crayton Road
 Naples, FL 34103

Registered Agent: Robert S. McElwain
 2985 Crayton Road
 Naples, FL 34103

Having been named as the 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 agent and 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 duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent: Robert S. McElwain

Date of Signature: February 5, 1998

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TALLAHASSEE, FLORIDA