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February 6, 1998

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

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Re: D.R. McNeal Consulting Company

Greetings:

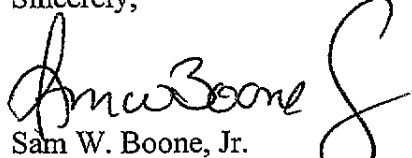
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the item listed below:

- Filing fee - \$35.00
- Registered Agent designation - 35.00
- Certified Copy - \$52.50

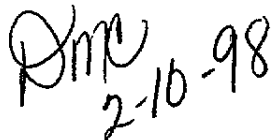
If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


Sam W. Boone, Jr.

SWBJr/dt

cc: client



FILED
98 FEB 13 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
D.R. McNEAL CONSULTING COMPANY**

FILED

28 FEB 13 PM 1:54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.

NAME: The name of the corporation shall be:

D.R. McNeal Consulting Company

The address of the principal office of this corporation shall be 2327 NW 60th Way, Gainesville, FL 32606 and the mailing address of the corporation shall be the same.

ARTICLE II.

NATURE OF BUSINESS: This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

STOCK: This corporation is authorized to issue 10,000 shares of stock at \$.01 par value per share. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE IV.

PREEMPTIVE RIGHTS: The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE V.

ADDRESS AND AGENT: The street address of the initial and principal office of this corporation is:

2327 NW 60th Way, Gainesville, FL 32606.

The name of the initial registered agent of this corporation is:

Donald R. McNeal.

ARTICLE VI.

DIRECTORS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is:

Donald R. McNeal
2327 NW 60th Way
Gainesville, FL 32606

ARTICLE VII.

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

ARTICLE VIII.

SUBSCRIBERS: The name and street address of each person signing these Articles of Incorporation as a subscriber is:

Donald R. McNeal
2327 NW 60th Way
Gainesville, FL 32606

ARTICLE IX.

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE X.

OFFICERS: The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary/Treasurer:
Donald R. McNeal
2327 NW 60th Way
Gainesville, FL 32606

ARTICLE XI

INDEMNIFICATION: The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

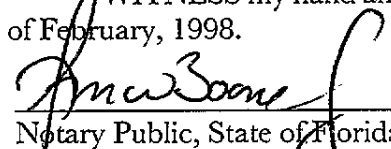
6th day of February, 1998.


Donald R. McNeal

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared Donald R. McNeal, to me personally known or who produced _____ as identification and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein stated.

WITNESS my hand and official seal at Gainesville, Alachua County, Florida, this 6th day of February, 1998.


Notary Public, State of Florida at Large

My Commission Expires.



SAM W. BOONE, JR.
MY COMMISSION # CC387314 EXPIRES
JUNE 26, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

In compliance with § 48.091, *Florida Statutes*, the following is submitted:

First, that D.R. McNeal Consulting Company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Gainesville, State of Florida, has named Donald R. McNeal, located at 2327 NW 60th Way, Gainesville, FL 32606, as its agent to accept service of process within the State of Florida.

DATED this 6TH day of February, 1998.


Donald R. McNeal, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.

DATED this 6TH day of February, 1998.


Donald R. McNeal, Registered Agent