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D. ANDREW BYRNE †
CHARLES L. COOPER, JR. ††**
WILLIAM W. BLUE
DARREN A. SCHWARTZ

† Also Admitted in Tennessee
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A PROFESSIONAL ASSOCIATION

2414 EAST PLAZA DRIVE

P.O. Box 13651

TALLAHASSEE, FLORIDA 32317-3651

(850) 671-1111

FAX: 671-2636

WEBSITE: <http://www.cooperbyrne.com>

JOHN K. BYRNE*
(1930-1994)

March 10, 1998

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

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****122.50 ****122.50

Re: Demere & Associates, Inc.
Ref. Number: W98000004483

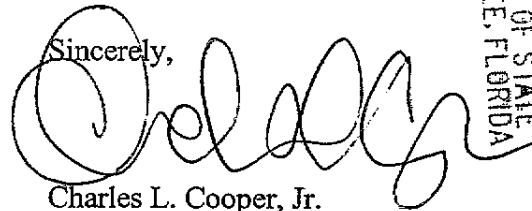
Dear Ms. Augsburger:

Enclosed are the original and one copy of the Articles of Incorporation of Florida Demere & Associates, Inc. Also enclosed is a copy of your letter dated March 2, 1998, regarding the unavailability of the name as previously submitted.

Please reflect a retroactive filing date of March 2, 1998.

If you have any questions, please do not hesitate to call.

Sincerely,



Charles L. Cooper, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 11 AM 11:07

FILED

CLCjr:pbw
Enclosures

3/11/98 - YCM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

March 2, 1998

COOPER & BYRNE PA
PO BOX 13651
TALLAHASSEE, FL 32317

SUBJECT: DEMERE & ASSOCIATES, INC.
Ref. Number: W98000004483

We have received your document for DEMERE & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 798A00011301

**ARTICLES OF INCORPORATION
OF
FLORIDA DEMERE & ASSOCIATES, INC.**

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 FLORIDA DEMERE & ASSOCIATES, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Charles L. Cooper, Jr. The address of the registered agent shall be 2414 E. Plaza Drive, Tallahassee, Florida 32308.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 2414 E. Plaza Drive, Tallahassee, Florida 32308. Its mailing address is P.O. Box 13651, Tallahassee, Florida 32317-3651.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of one million (1,000,000) shares of voting common stock having a par value of one cent (\$0.01) each.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase 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

Directors

This Corporation shall have no less than one (1) director. The number and requirements for qualification of directors shall be as set forth in the by-laws of the Corporation.

ARTICLE IX

Incorporators

The name and address of the Incorporator are: Charles L. Cooper, Jr., 2414 E. Plaza Drive, Tallahassee, Florida 32308.

ARTICLE X

Officers

The officers of the Corporation shall be a president, who shall be the chief executive officer, and a chief financial officer, 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 as determined by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is, or was serving at the request of the Corporation as a director or officer 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 such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.


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

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 25th day of February, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files in the Office of the Secretary of the State in the State of Florida the Certificate of Incorporation and certifies that the facts herein stated are true.


CHARLES L. COOPER, JR., Incorporator

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared CHARLES L. COOPER, JR., and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 25th day of February, 1998. He is personally known to me or produced NA as identification.


NOTARY PUBLIC
My commission expires:



Pamela B. Williams
MY COMMISSION # CC513884 EXPIRES
December 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617, Florida Statutes, the undersigned nonprofit 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.

1. The name of the corporation is: **FLORIDA DEMERE & ASSOCIATES, INC.**
2. The name and address of the registered agent and office is:

Charles L. Cooper, Jr.

(NAME)

2414 E. Plaza Drive

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308

(CITY/STATE/ZIP)

SIGNATURE 

TITLE Incorporator

DATE 3-2-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 11 AM 11:07

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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 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 

DATE 3-2-98

REGISTERED AGENT FILING FEE: \$35.00