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THOMAS H. WARLICK

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March 18, 1998

Secretary of State of Florida  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

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-03/19/98--01094--015  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find check no. 5484 in the amount of \$122.50 along with the original and one copy of the Articles of Incorporation and Certificate of Registered Agent to be filed with the Secretary of State. Please return a certified copy of same in the self addressed stamped envelope provided within.

Please contact our office if further assistance is needed.

Sincerely,

*Julie Ashley*

Julie Ashley  
Real Estate Secretary

CB/ja

FILED  
98 MAR 19 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*3/20/98*

ARTICLES OF INCORPORATION  
OF  
SHOW & ASSOCIATES, INC., a Florida corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be SHOW & ASSOCIATES, INC., a Florida corporation.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 3319 Berridge Lane, Orlando, Florida 32812.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$10.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall

become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 3319 Berridge Lane, Orlando, Florida 32812.

The name of the initial registered agent of this corporation at that address shall be James T. Show.

#### ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James T. Show	3319 Berridge Lane Orlando, Florida 32812	D/P
Susan B. Show	3319 Berridge Lane Orlando, Florida 32812	D/V/S

#### ARTICLE VIII - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

#### ARTICLE IX - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

James T. Show  
3319 Berridge Lane  
Orlando, Florida 32812

#### ARTICLE X - BY-LAWS

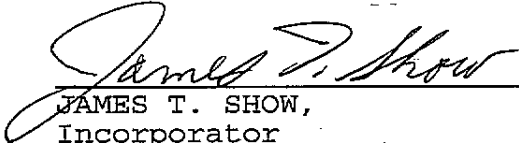
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all

the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_(SEAL)  
JAMES T. SHOW,  
Incorporator

STATE OF FLORIDA  
COUNTY OF Orange

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared James T. Show, to me known or provided a driver's license as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup> day of March, 1998.

(SEAL)

Julie Ashley  
Notary Public  
Print Name: Julie Ashley  
My commission expires:  
Commission No.:



FILED

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE

FOR SERVICE OF PROCESS WITHIN THIS STATE 98 MAR 19 PM 2:19

NAMING REGISTERED AGENT UPON WHICH

PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

THAT, Show & Associates, Inc., desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation in the City of  
Orlando, County of Orange, State of Florida, has named as its  
Registered Agent James T. Show in the City of Orlando, County of  
Orange, State of Florida, to accept service of process within  
this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate,  
I hereby accept to act in this capacity and agree to comply with  
the provisions of said Act relative to keeping open said office.

  
JAMES T. SHOW