

P98000026805

WILLIAM AKERS, III
Attorney at Law

120 E. Granada Blvd.
Ormond Beach, FL 32176

Telephone: (904) 672-0420
Fax No.: (904) 672-0452

March 12, 1998

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

200002463422--0
-03/20/98--01061--012
****122.50 ****122.50


RE: R.E. ROTH & ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50 rendered as the filing fee, including designation of registered agent. Please send us a certified copy of the document at your earliest convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,


Dottie Heymans,
Legal Assistant

/dlh
Enc.

FILED
98 MAR 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.A.-3/23/98

FILED
98 MAR 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
R.E. ROTH & ASSOCIATES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be R.E. ROTH & ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares at \$1.00 par value of common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 Royal Dunes Cr., Ormond Beach, FL. The name of the initial registered agent at that address is: ROBERT E. ROTH. The principal address is the same as the registered agent address.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Robert E. Roth, 150 Royal Dunes Circle, Ormond Beach, FL.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation and shall be managed under the direction of the shareholders of this corporation.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers

enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer of any former officer to the full extent permitted by law.

ARTICLE XI - AMENDMENT

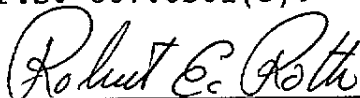
This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17th day of March, 1998.


ROBERT E. ROTH

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for R. E. ROTH & ASSOCIATES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


ROBERT E. ROTH

FILED
98 MAR 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA