



ACCOUNT NO. : 072100000032

REFERENCE : 754423 84684A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 25, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 754423-005

CUSTOMER NO: 84684A

CUSTOMER: Ms. Pat Henshaw
WILLIAM J. FULLER, III, PA

1530 Cross Street
Sarasota, FL 34236

500002467925--5
-03/25/98-01041-021
****122.50 ****122.50

DOMESTIC FILING

NAME: DAVID C. ROGERS ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 2:10

RECEIVED
98 MAR 25 AM 11:23
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

DAVID C. ROGERS ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 2:10

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is DAVID C. ROGERS ASSOCIATES, INC.

ARTICLE II

DURATION OF CORPORATION

The duration of this corporation is perpetual, commencing on the date these articles are filed by the Secretary of State.

ARTICLE III

PURPOSE OF CORPORATION

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

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

INCORPORATOR

The name and address of the person signing these articles of incorporation is: WILLIAM J. FULLER, III, of 1530 Cross Street, Sarasota, Florida 34236.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1530 Cross Street, Sarasota, Florida 34236, and the name of its initial registered agent at the address is WILLIAM J. FULLER, III.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably

believed to be in or not opposed to the best interest of the corporation. With respect to any criminal action or proceeding, indemnification shall be made only if the director, officer or employee had no reasonable cause to believe his or her conduct was unlawful.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct.

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued and outstanding common shares.

ARTICLE X

POWER TO CHANGE BYLAWS

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

ARTICLE XI

MAILING ADDRESS OF CORPORATION

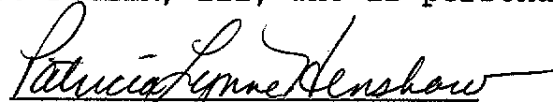
The mailing address of the corporation and of its principal office is: 3240 Gulf of Mexico Drive, Longboat Key, Florida 34228.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these articles of incorporation this March 24, 1998.


WILLIAM J. FULLER, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
March 24, 1998, by WILLIAM J. FULLER, III, who is personally
known to me.


NOTARY PUBLIC

CONSENT TO BE REGISTERED AGENT



PATRICIA LYNNE HENSHAW
MY COMMISSION # CC382523 EXPIRES
June 13, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Following is the name and address of the initial registered
agent of the corporation DAVID C. ROGERS ASSOCIATES, INC., who
hereby consents to said designation:

WILLIAM J. FULLER, III
1530 Cross Street
Sarasota, Florida 34236


WILLIAM J. FULLER, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
March 24, 1998, by WILLIAM J. FULLER, III, who is personally
known to me.


NOTARY PUBLIC



PATRICIA LYNNE HENSHAW
MY COMMISSION # CC382523 EXPIRES
June 13, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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