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AUTHORIZATION : *Patricia Poyt*
COST LIMIT **RESUBMIT**

ORDER DATE : April ~~3, 1998~~ *submission date as file date*
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ORDER NO. : 767984-005
CUSTOMER NO: 80741A

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 PM 12:26

CUSTOMER: Robert P. Scheb, Esq
BOWMAN GEORGE SCHEB TOALE &
MARSHALL, P.A.
Suite 3
22 South Tuttle Avenue
Sarasota, FL 34237

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DOMESTIC FILING

NAME: BASKERVILLE, SWIRLES & WARD,
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: Daniel W Leggett
EXAMINER'S INITIALS:

DIVISION OF INCORPORATION
98 APR -3 PM 11:22
REC-113/98

ARTICLES OF INCORPORATION
OF
BASKERVILLE, SWIRLES & WARD, INC.

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

Article 1. Name.

The name of the Corporation is: BASKERVILLE, Swirles & WARD, INC. The address of the principal office of this corporation shall be 1221 First Street, Sarasota, FL 34236 and the mailing address will be 1221 First Street, Sarasota, FL 34236.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is 200,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent.

The street address of the initial Registered Office of the Corporation is 1221 First Street, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is William J. Swirles.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the ByLaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

RICHARD C. WARD
13105 Vanderbilt Drive, Unit #610
Naples, FL 34110

WILLIAM J. SWIRLES
7230 Cloister Drive
Sarasota, FL 34231

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

RICHARD C. WARD
13105 Vanderbilt Drive, Unit #610
Naples, FL 34110

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

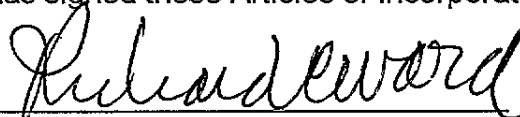
Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

The initial Director(s) shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

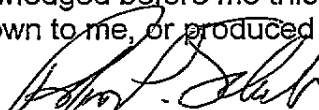
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of April, 1998.



RICHARD C. WARD

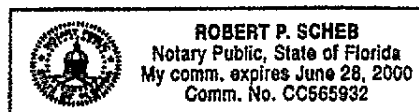
STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 2nd day of April, 1998 by RICHARD C. WARD, who is personally known to me, or produced N/A as identification.



ROBERT P. SCHEB, Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **BASKERVILLE, SWIRLES & WARD, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of April, 1998.



WILLIAM J. SWIRLES, Registered Agent

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