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MACFARLANE FERGUSON & McMULLEN

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P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8956 FAX (813) 442-8470

IN REPLY REFER TO

April 1, 1998

Clearwater

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: THOMPSON FLINT, INC.

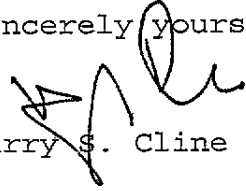
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the referenced corporation, together with our firm check in the amount of \$122.50 (representing \$35 filing fee; \$52.50 certified copy; and \$35 registered agent designation).

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles have been properly filed with the Secretary of State.

Thank you for your cooperation in this regard.

Sincerely yours,


Harry S. Cline

HSC:koh
Enclosures

cc: Mr. J. Nelson Flint w/enc.

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 1 0 1998

ARTICLES OF INCORPORATION
OF
THOMPSON FLINT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is THOMPSON FLINT, INC., whose place of business is located at: 1230 S. Myrtle Avenue, Suite 203, Clearwater, FL 33756.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares at \$1.00 par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issu-

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756 and the name of the initial registered agent of this corporation at that address is HARRY S. CLINE.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have two (2) directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. Nelson Flint	1230 S. Myrtle Avenue Suite 203 Clearwater, FL 33756	Pres/Treas/Director
Robert M. Thompson	1230 S. Myrtle Avenue Suite 203 Clearwater, FL 33756	Vice Pres/Sec/Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Harry S. Cline	625 Court Street Suite 200 Clearwater, FL 33756

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

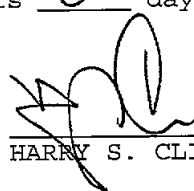
ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of April, 1998.



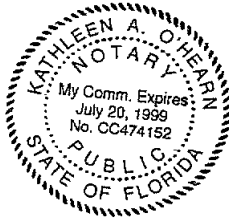
HARRY S. CLINE, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me personally known or who has produced n/a as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 6th day of April 1998.

Kathleen A. O'Hearn
Notary Public
Print Name
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

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

[Signature]
HARRY S. CLINE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA