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REFERENCE : 799723 6383A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 29, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 799723-005

CUSTOMER NO: 6383A

CUSTOMER: Andre J. Patrone, Esq  
ANDRE J. PATRONE, ESQ

12685 New Brittany Boulevard

Fort Myers, FL 33907

DOMESTIC FILING

NAME: ANDEC MANAGEMENT, 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:

700002504877--1  
-04/29/98-01031-009  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 29 PM 12:05

RECEIVED  
98 APR 29 AM 10:42  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**ANDEC MANAGEMENT, INC.**

FILED  
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98 APR 29 PM 12:05

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby sets forth and declares:

**CHARTER**

Article I

The name of the Corporation shall be ANDEC MANAGEMENT, INC. located on Sanibel Island, County of Lee, State of Florida.

Article II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The amount of the capital stock of this Corporation shall be 7,500 shares of one dollar (\$1.00) par value stock, which said stock shall be non assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

Article IV

The Corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

#### Article V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business shall be 1619 Periwinkle Way, Suite 203, Sanibel Island, County of Lee, State of Florida. The mailing address for the Corporation shall be 1619 Periwinkle Way, Suite 203, Sanibel Island, Florida 33957. The Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida.

#### Article VII

The Corporation shall have a Board of Directors consisting of one (1) director, which may be increased to not more than three (3) directors. The number of directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

#### Article VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Jerry L. Holsinger  
4190 Dingman Drive  
Sanibel Island, FL 33957

Sole Director/President/  
Secretary/Treasurer

#### Article IX

The name and post office address of the subscriber of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

Jerry L. Holsinger  
4190 Dingman Drive  
Sanibel Island, FL 33957

100 shares

#### Article X

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this Corporation is 1619 Periwinkle Way, Suite 203, Sanibel Island, Florida, and the name of the initial registered agent of this Corporation at that address is Jerry L. Holsinger.

#### Article XII

Each shareholder, upon the sale 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 issuance of fractional shares) at the price at which it is offered to others.

#### Article XIII

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The

shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XV

Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law, and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

## Article XVI

A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Sanibel, Florida this 28<sup>th</sup> day of APRIL, 1998.

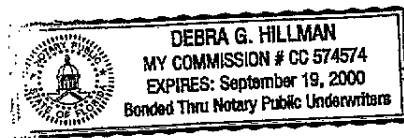
 (Seal)  
JERRY L. HOLSINGER

STATE OF FLORIDA       )  
                                  )  
COUNTY OF LEE        )

BEFORE ME, the undersigned authority, personally appeared JERRY L. HOLSINGER, who is personally know to me and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, voluntarily, for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of APRIL, 1998.

Debra G. Hillman  
DEBRA G. HILLMAN  
Notary Public - State of Florida  
Commission No. CC 574574  
My Commission Expires: 9/19/00




In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ANDEC MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Sanibel Island, County of Lee, State of Florida, has named JERRY L. HOLSINGER, located at 1619 Periwinkle Way, Suite 203, Sanibel Island, County of Lee, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

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.

  
JERRY L. HOLSINGER  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 29 PM 12:05