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FRANK & GRAMLING

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

100 NORTH TAMPA STREET, SUITE 2500  
P.O. Box 1991  
TAMPA, FLORIDA 33601-1991

TELEPHONE: (813) 223-1060  
FACSIMILE: (813) 223-1438

May 8, 1998

Department of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

700002518287-7  
\*\*\*13062501920\*182125

05/11/98--01030-021  
\$131.25

Re: Capital Allocation, Inc.

Dear Ladies and Gentlemen:

Enclosed are the following items pertaining to the incorporation of Capital Allocation, Inc.:

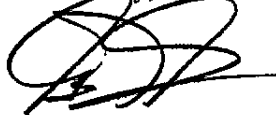
1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 70.00
Certified copy	\$ 52.50
Certificate of Status	\$ 8.75
TOTAL	<hr/> \$ 131.25

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to me at Post Office Box 1991, Tampa, Florida 33601.

Dmc  
5/13/98

Sincerely,



George F. Gramling, III

Enclosures  
cc: Grant Fashbaugh

FILED  
98 MAY 11 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF

Capital Allocation, Inc.

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

FILED  
98 MAY 11 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I NAME

The name of the corporation shall be:

Capital Allocation, Inc.

## ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5409 Aloha Drive  
St. Petersburg Beach, Florida 33706

## ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

## ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

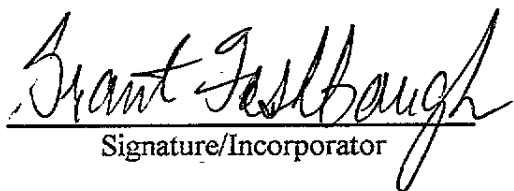
The name and address of the initial registered agent is:

Grant Fashbaugh  
5409 Aloha Drive  
St. Petersburg Beach, Florida 33706

The name and street address of the incorporator to these Articles of Incorporation is:

Grant Fashbaugh  
5409 Aloha Drive  
St. Petersburg Beach, Florida 33706

The undersigned incorporator has executed these Articles of Incorporation this 30th day of April, 1998.

  
Signature/Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
98 MAY 11 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Capital Allocation, Inc.
2. The name and address of the registered agent and office is:

Grant Fashbaugh  
5409 Aloha Drive  
St. Petersburg Beach, Florida 33706

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Grant Fashbaugh  
Signature

4/30/98  
Date