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LAW OFFICES

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

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6410 U.S. HIGHWAY 19 - SUITE 104
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May 1, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000002525160--4
-05/15/98--01045--001
****122.50 ****122.50

Re: **SWAIN DEVELOPMENT CORPORATION**

Gentlemen:

Enclosed herewith for filing in your office, please find Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We enclose herewith a check payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$ 122.50

The location of the principal office for the Registered Agent is 1253 Park Street, Clearwater, Florida, 33756.

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,


R. Carlton Ward

RCW/pb
Enclosures

FILED
98 MAY 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 MAY 12 AM 10:45
DIVISION OF CORPORATIONS

BR 5/15/98

ARTICLES OF INCORPORATION
OF
SWAIN DEVELOPMENT CORPORATION

FILED
MAY 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be SWAIN DEVELOPMENT CORPORATION.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

VI.

MAILING ADDRESS

The mailing address of the corporation is: 1253 Park Street, Clearwater, Florida, 33756.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida, 33756, and the name of the initial registered agent of this corporation at that address is R. Carlton Ward.

VIII.

INCORPORATOR

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

R. Carlton Ward
1253 Park Street
Clearwater, Florida 34616

IX.

INDEMNIFICATION

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

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation this 4 day of May, 1998.



R. CARLTON WARD

RCW:pb
corp\artincor.swa

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That SWAIN DEVELOPMENT CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named R. Carlton Ward located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

R. CARLTON WARD,
REGISTERED AGENT

FILED
98 MAY 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA