

ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be:

David B. Sinclair, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

4615 Gulf Blvd., Suite 104
St. Pete Beach, FL 33706

ARTICLE III - SHARES

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

1,000

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

David B. Sinclair
4615 Gulf Blvd., Suite 104
St. Pete Beach, FL 33706

ARTICLE V - INCORPORATOR

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

David B. Sinclair
4615 Gulf Blvd., Suite 104
St. Pete Beach, FL 33706

David B. Sinclair

Signature/Incorporator

6/01/98

Date

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.

David B. Sinclair

Signature/Registered Agent

6/01/98

Date

APPROVED
AND
FILED
98 JUN - 1 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA