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7/02/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS TO:

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FROM: CRARY, BUCHANAN, BOWDISH, ET AL CONTACT: BETTY J DEES

ACCT#: 076424001425

PHONE: (561) 287-2600

FAX #: (561)287-0115

NAME: ONE SOURCE INVESTMENTS, INC. AUDIT NUMBER..... H98000012320

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS. 0 DEL.METHOD. FAX

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FAX AUDIT NUMBER: H98000012320 1

ARTICLES OF INCORPORATION

OF

ONE SOURCE INVESTMENTS, INC.

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be: ONE SOURCE INVESTMENTS, INC.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and shall be authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by: Lawrence E. Crary III, Esquire 555 Colorado Avenue Stuart, Florida 34994 (561) 287-2600 Fla. Bar No.: 250414

Fax Audit Number: <u>H98000012320_1</u>

FAX AUDIT NUMBER: _H98000012320_1____

ARTICLE IV AUTHORIZED SHARES

- A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Hundred (100) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.
- B. Initial Issue. One Hundred (100) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.
- C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
- E. No classes of stock. The shares of the corporation are not to be divided into classes.
- F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING AND PRINCIPAL ADDRESS

The mailing and principal address of the Corporation is: 8000 South Federal Highway, Suite 301, Port St. Lucie, Florida 34952.

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ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III

555 Colorado Avenue, Suite 1

P.O. Drawer 24

Stuart, Florida 34994

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. Directors need not be residents of the State of Florida.

ARTICLE VIII NAMES AND ADDRESSES OF INITIAL DIRECTORS

The name and address of the person who shall serve as a sole Director until the first annual meeting of shareholders, and until his successor(s) shall have been elected and qualified, is as follows:

Carmen Bellantoni

8000 South Federal Highway, Suite 301

Port St. Lucie, FL 34952

ARTICLE IX INCORPORATORS

The name and address of the initial incorporator is as follows:

Lawrence E. Crary III

555 Colorado Avenue, Suite 1

P.O. Drawer 24

Stuart, Florida 34994

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ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

ARTICLE XI BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Directors of the corporation at a regular or special meeting of The Board of Directors.

ARTICLE XII PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this __isr_day of ______, 1998.

Lawrence E. Crary III

Incorporator

Prepared by: Lawrence E. Crary III, Esquire 555 Colorado Avenue Stuart, Florida 34994 (561) 287-2600 Fla. Bar No.: 250414

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(Print Name)

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STATE OF FLORIDA COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this _______ day of _______, 1998 by Lawrence E. Crary III. (PLEASE CHECK ONE OF THE FOLLOWING) [X] who is personally known to me or [] who has produced _______ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) [] did or [X] did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

NOTARY PUBLIC

My Commission Expires: 5/4/99

POLA SEAL)

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

Lawrence E. Crary III Registered Agent

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SECRETARY OF STATEONS
DIVISION OF CORPORATIONS
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