

P980000009

FILED

98 JUL -6 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 July, 1998

EFFECTIVE DATE

7-1-98

Florida Division of Incorporation
New Filings Section
P.O. Box 6327
Tallahassee, Fl. 32314

200002580132--3
-07/06/98--01048--003
****122.50 ****122.50

Dear Sir(s):

Please process the enclosed Articles of Incorporation
and forward the certification to the following address:

John H. Outlan CPAPA
627 Weybridge Ct.
Lake Mary, FL 32746

Enclosed is a check for the initial organization fee in
the amount of \$122.50. Thank you for your assistance.

Cordially,

R Edward Tompkins

R. Edward Tompkins
407-884-0981

P. Hall JUL - 7 1998

ARTICLES OF INCORPORATION

FILED

98 JUL -6 PM 3:20

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-1-98

ARTICLE ONE

NAME

The name of the corporation is Peninsula Consulting Group, Inc..

ARTICLE TWO

DURATION

This corporation shall commence existence as of the date of execution of these Articles. The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 2500 shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his prorata share of any unissued or treasury shares of the corporation of the same kind, class of series as that which he already holds, and any securities of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX

RESTRICTION ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

ARTICLE SEVEN

REGISTERED OFFICE

The address of the initial registered office of the corporation is 1839 Cranberry Isles Way, Apopka, Florida 32712; and the name of the initial registered agent at such address is R. Edward Tompkins.

ARTICLE EIGHT

INITIAL STOCK SUBSCRIPTIONS

The initial subscriber to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

R. Edward Tompkins	President	200 Shares
Arlina O. Tompkins	Sec./Treas.	

ARTICLE NINE

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors or Officers.

ARTICLE TEN

INCORPORATION

The name and address of the incorporator is:

<u>R. Edward Tompkins</u>	<u>1839 Cranberry Isles Way</u>
	<u>Apopka, Florida 32712</u>

ARTICLE ELEVEN

AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the majority vote of the shareholders.

ARTICLE TWELVE

PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is 1839 Cranberry Isles Way, Apopka, Florida 32712 .

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 1 day of July 1998

R Edward Joseph

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

Peninsula Consulting Group, Inc.
a corporation organizing under the laws of the state of Florida with its principal office at 1839 Cranberry Isles Way, Apopka, Florida 32712 has named R. Edward Tompkins located at 1839 Cranberry Isles Way, Apopka, Florida 32712 as its agent to accept service of process within the State.

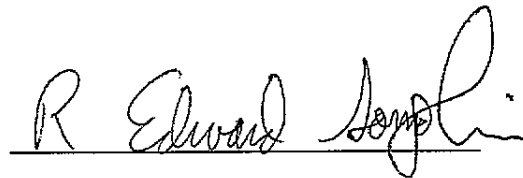
FILED

98 JUL -6 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep an office open during prescribed hours; to post my name (and any other officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



Registered Agent