

P98000069861

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

SUITE 750, WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0550

FAX (813) 289-5331

PLEASE REPLY TO:

Tampa Office
August 4, 1998

ROBERT D. ADAMS
RUSSELL E. ARTILLE
JACK S. CAREY
D'ARCY R. CLARIE
WILLIAM F. DAVENPORT, JR.
KENNETH C. DEACON, JR.
KRISTIN A. DEMERS
JOHN C. DEW
TERENCE E. FURMAN
JOHN A. GRANT, JR.
THOMAS D. GRAVES
FRANK J. GRECO
THOMAS M. HARRIS
KATHLEEN T. HESSINGER
TROY W. HOLLAND
BETH A. HORNER
MICHAEL K. HOUTZ
PATRICIA J. KELLY
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EVELYN F. KUTTNER
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150 SECOND AVENUE NORTH, SUITE 1500
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TELEPHONE (727) 898-3100
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SUITE 1, 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
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FAX (727) 345-0342

811-B CYPRESS VILLAGE BOULEVARD
RUSKIN, FLORIDA 33573-6724
TELEPHONE (813) 633-3396
FAX (813) 633-3397

Corporate Records
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800002609158--9
-08/06/98--01043--001
***\$122.50 ***\$122.50

EFFECTIVE DATE
7-28-98

RE: Newberger & Associates, Inc.

Dear Sir/Ms.:

Enclosed please find Articles of Incorporation for the above referenced corporation as well as our client's check in the amount of \$122.50 to cover filing fees.

Please file, record and return certified copies of said Articles to us at your earliest convenience.

Very truly yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.

John A. Grant, Jr.

JAG:aw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 6 PM 1:15

D. BROWN AUG 11 1998

ARTICLES OF INCORPORATION

OF

NEWBERGER & ASSOCIATES, INC.

EFFECTIVE DATE

7-28-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 6 PM 1:15

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **NEWBERGER & ASSOCIATES, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 100,000 shares of common stock of One Dollar (\$1.00) per
share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the
date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 820 Newberger Road, Lutz, Hillsborough County, Florida 33549.

The name and street address of the initial registered agent of the corporation in the State of Florida is: John A. Grant, Jr., 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607-3926. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws.

This corporation shall have two (2) director, as follows:

NAME	ADDRESS
Barbara J. Newberger	820 Newberger Road, Lutz, Florida 33549
Mitchell A. Newberger	820 Newberger Road, Lutz, Florida 33549

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
Barbara J. Newberger	820 Newberger Road, Lutz, Florida 33549

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: Barbara J. Newberger.

Dated this 28th day of July, 1998.


BARBARA J. NEWBERGER

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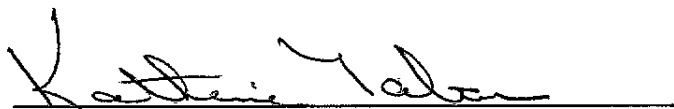
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of July,
1998, by Barbara J. Newberger, who is personally known to me or who has produced
a Florida Driver License as identification.



Katherine Tabor
MY COMMISSION # CC492432 EXPIRES
October 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Printed Name: Katherine Tabor
Notary Public
My Commission Expires: October 27, 1999
Serial Number: CC492432

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 6 PM 1:15


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

First -- That NEWBERGER & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named John A. Grant, Jr., located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607-3926, as its agent to accept service of process within this state.


BARBARA J. NEWBERGER

ACKNOWLEDGMENT

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.


JOHN A. GRANT, JR.
Registered Agent