



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 013699 6209A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : October 29, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 013699-005

CUSTOMER NO: 6209A

CUSTOMER: William H. Cauthen, Esq  
CAUTHEN & FELDMAN  
CAUTHEN & FELDMAN  
215 N. Joanna Avenue

Tavares, FL 32778-3200

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DOMESTIC FILING

NAME: DUNVEGAN INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*g 10/29/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 29 PM 2:35

EFFECTIVE DATE

10/28/98

ARTICLES OF INCORPORATION  
of  
DUNVEGAN INVESTMENTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be:

DUNVEGAN INVESTMENTS, INC.  
32124 Kinne Pearce Road  
Leesburg, FL 34788

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be seven thousand five hundred (7500) shares of common stock with One Dollar (\$1.00) per share par value.

ARTICLE IV

Subscriber, Incorporator & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

WILLIAM H. CAUTHEN

215 North Joanna Avenue  
Tavares, FL 32778-3200

The name and address of the sole Director are:

NAME

ADDRESS

JOHN D. McLEOD

32124 Kinne Pearce Road  
Leesburg, FL 32788

ARTICLE V  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII  
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII  
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Any director who is also a stockholder may be removed by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX  
Effective Date

The date that corporate existence shall begin shall be October 28, 1998. This election is pursuant to Florida Statute 607.0203.

ARTICLE X  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 215 NORTH JOANNA AVENUE, TAVARES, FL 32778-3200. The name of the Registered Agent of this corporation is WILLIAM H. CAUTHEN, at the above office address.

ARTICLE XI  
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 28th day of October, 1998.

  
WILLIAM H. CAUTHEN

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
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98 OCT 29 PM 2:35

I hereby accept to act as initial Registered Agent for DUNVEGAN INVESTMENTS, INC. as stated in these Articles of Incorporation.

Dated: October 28, 1998

  
WILLIAM H. CAUTHEN