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Private Investigations

**GARY L. SHERMAN  
ASSOCIATES**

November 2, 1998

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-11/05/98--01054--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation – Sherman & Associates, Inc.

Gentlemen:

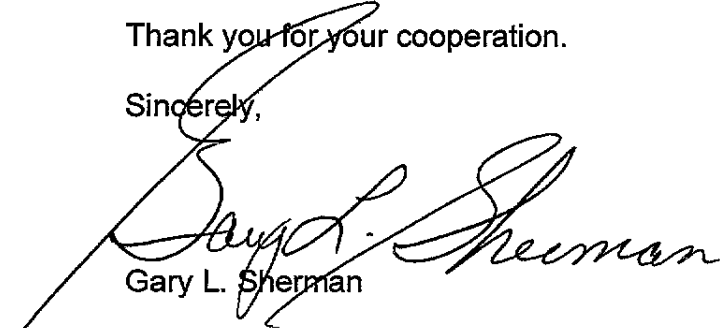
We would like to file the enclosed Articles of Incorporation for Sherman & Associates, Inc.

Also enclosed is Check No. 4568, in the amount of \$70.00, payable to the Secretary of State, covering the filing fee.

If you have any questions, please contact me at 941-437-9600.

Thank you for your cooperation.

Sincerely,

  
Gary L. Sherman

GLS/pk

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**SHERMAN & ASSOCIATES, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be Sherman & Associates, Inc. The principal place of business of the corporation shall be 6719 Winkler Road, Suite 110, Fort Myers, Florida 33919.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents,

copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever 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 one time is 100 shares of common stock of a par value of \$1.00 per share.

#### ARTICLE IV

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

## ARTICLE VI

### TRANSFER OF SHARES

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

## ARTICLE VII

### PROHIBITION OF TRANSFER OF SHARES

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

## ARTICLE VIII

### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

**ARTICLE IX**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 6719 Winkler Road, Suite 110, Fort Myers, Florida 33919, the same location as the principal place of business, and the name of the initial registered agent of this corporation at that address is Gary L. Sherman.

**ARTICLE X**

**DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, By-Laws adopted by the stockholders, but shall never be less than one or more than seven. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Gary L. Sherman	P. O. Box 1300 Fort Myers, Florida 33902-1300

**ARTICLE XI**

**INCORPORATORS**

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gary L. Sherman	P. O. Box 1300 Fort Myers, Florida 33902-1300	100

## ARTICLE XII

### OFFICERS

The officer of this corporation shall be a President, Gary L. Sherman, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

## ARTICLE XIII

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain

amendment of these Articles of Incorporation be made.

ARTICLE XIV

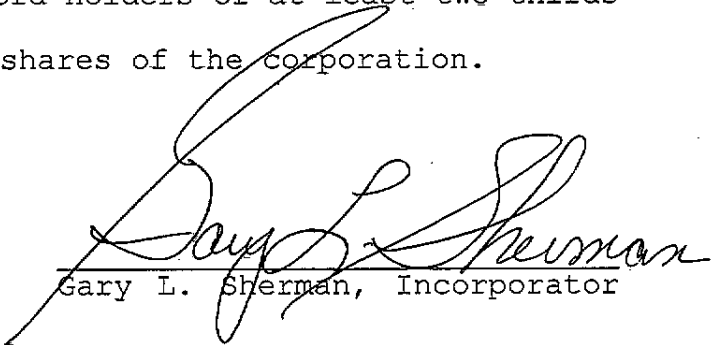
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV

COMPENSATION OF OFFICERS AND DIRECTORS

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

  
Gary L. Sherman, Incorporator

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF LEE        )

Before me, an officer duly qualified to take acknowledgments, personally appeared Gary L. Sherman, who is personally known to me and who did take an oath, and who acknowledged that he executed the foregoing this 2nd day of November, 1998.

Commission Expiration:

  
Notary Public

Name Printed: Deborah A. Tew

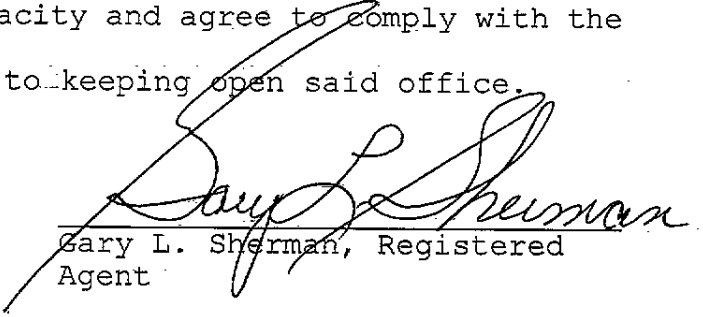


Deborah A. Tew  
My Commission CC666631  
Expires July 27, 2001



ACKNOWLEDGMENT OF REGISTERED AGENT

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

  
Gary L. Sherman, Registered  
Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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