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LAW OFFICES OF
WILBUR & ALLEN
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

November 25, 1998

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/30/98--01025--005
*****70.00 *****70.00

Re: SWANSON NORTHEY & ASSOCIATES, INC.

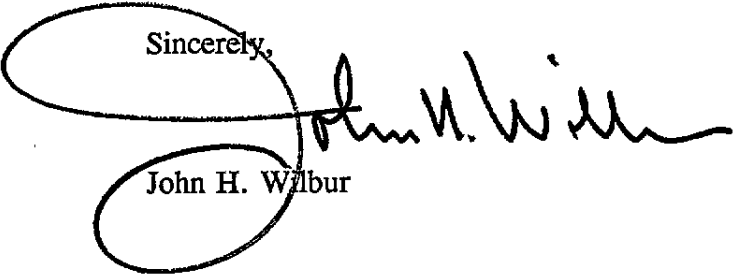
Gentlemen:

We are enclosing the following in connection with the above corporation:

1. Articles of Incorporation in duplicate.
2. Resident Agent Certificate.

We also enclose our check in the amount of \$70.00 in payment of the fees. We request that you process the documents for this corporation and return the Articles of Incorporation to us when they have been filed.

Sincerely,


John H. Wilbur

JHW:cma
Enclosures

FILED
98 NOV 30 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-3-98
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ARTICLES OF INCORPORATION
OF
SWANSON NORTHEY & ASSOCIATES, INC.

ARTICLE I. NAME

The name of the corporation is:

SWANSON NORTHEY & ASSOCIATES, INC.

The principal office and mailing address of the corporation is 10113 Bishop Lake Road West, Jacksonville, FLorida 32256. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be one thousand (1000) shares of common stock, each share having a par value of \$.50.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

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98 NOV 30 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10113 Bishop Lake Road West
Jacksonville, Florida 32256

The name of the initial registered agent of this corporation at that address is:

GAYLORD L. SWANSON

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than four (4). The name and address of the initial directors of this corporation are:

LINDA SWANSON
10113 Bishop Lake Road West
Jacksonville, Florida 32256

GAYLORD L. SWANSON
10113 Bishop Lake Road West
Jacksonville, Florida 32256

KAREN NORTHEY
270 Kinard Road
Bryceville, Florida 32009

JAMES NORTHEY
270 Kinard Road
Bryceville, Florida 32009

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and

the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII.

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

ARTICLE XIII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIV. INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
LINDA SWANSON	10113 Bishop Lake Road West Jacksonville, Florida 32256
KAREN NORTHEY	270 Kinard Road Bryceville, Florida 32009

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 5th day of ~~October~~ November, 1998. (DP)

Linda Swanson
LINDA SWANSON

Karen Northey
KAREN NORTHEY

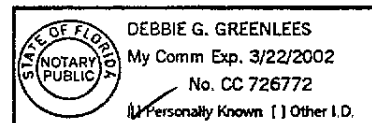
STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared LINDA SWANSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 5th day of ~~October~~ November, 1998. (DP)

Debbie G. Greenlees
Notary Public-State of Florida
at Large.

My Commission Expires:



STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

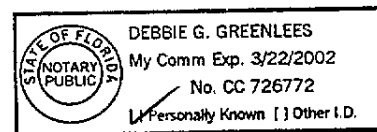
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared KAREN NORTHEY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 5th day of October, 1998.

Debbie G. Greenlees

Notary Public-State of Florida
at Large.

My Commission Expires:



FILED
98 NOV 30 AM 11:06
CLERK, CLAY COUNTY OF STATE
TALLAHASSEE, FLORIDA

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

SWANSON NORTHEY & ASSOCIATES, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That SWANSON NORTHEY & ASSOCIATES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named GAYLORD L. SWANSON, located at 10113 Bishop Lake Road West, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 this office.

By Gaylord L. Swanson
GAYLORD L. SWANSON
(Registered Agent)

Appeared This 5th day of Nov., 1998.
Debbie G. Greenlee

