

LAW OFFICES
FRANK KRUPPENBACHER
A Professional Association

Frank Kruppenbacher*
Robert D. Guthrie

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*Also Admitted in Colorado

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December 3, 1998

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*****78.75 *****78.75

Division of Corporations
Secretary of State
State of Florida
Tallahassee, Florida 32301-1399

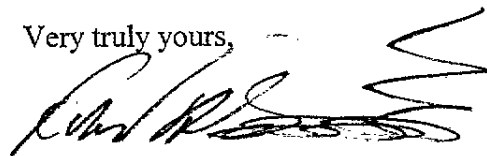
Subject: Articles of (New) Incorporation, a Professional Corporation

Dear Sir or Madam:

Attached please find Articles of Incorporation of Robert D. Guthrie, Jr., P.A., Professional Corporation. Also enclosed is a check in the sum of \$ 78.75, to cover the filing fee (\$70.00) and a certified copy of the articles after filing (\$ 8.75).

Thank you. Call if you have questions.

Very truly yours,



Robert D. Guthrie

RDG:ras

F. CHESSEY DEC 9 1998

ARTICLES OF INCORPORATION
OF
ROBERT D. GUTHRIE, JR., P.A.
A PROFESSIONAL CORPORATION

FILED
98 DEC -7 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Robert D. Guthrie, Jr., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business is located at 105 E. Robinson Street, Suite 201, Orlando, Florida 32801.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in the practice of law and any other lawful activities (other than the banking or Trust Company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

ARTICLE IV - APPLICABLE LAW

This corporation is a professional corporation established pursuant to Chapter 621, Florida Statutes.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is: Robert D. Guthrie, Jr.
105 E. Robinson Street, Suite 201
Orlando, Florida 32801

ARTICLE VI - INCORPORATOR

The name and street address of the initial incorporator is:

Robert D. Guthrie, Jr.
105 E. Robinson Street, Suite 201
Orlando, Florida 32801

ARTICLE VII - SHARES

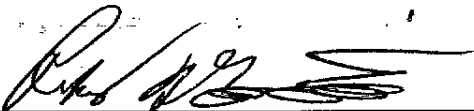
This corporation is authorized to issue only one class of shares of stock; and the total number of shares of stock which this corporation is authorized to issue is fifty (50).

The undersigned incorporator has executed these Articles of Incorporation this 30 day of November, 1998.


ROBERT D. GUTHRIE, JR. ESQ.
INCORPORATOR

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process for the Corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to at in this capacity. I further agree to comply with the provisions of all of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


ROBERT D. GUTHRIE, JR. ESQ.
REGISTERED AGENT

DATE: 11/30/98