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Daniel O. White • 801 North Magnolia Avenue • Suite 317 • Orlando, Florida 32803 Telephone (407) 841-9071 Fax: (407) 425-1684

December 7, 1998

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

> Re: J.W. BARRETT & ASSOCIATES, DOW File No. 98-3209



900002707059--9 -12/09/98--01040--007

\*\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Clerk:

Enclosed, with regard to the above styled corporation, are the following items:

1. The original and one copy of the Articles of Incorporation;

2. My check No. 3699 for **\$78.75** for the fees incurred, including \$35.00 for the filing fee, \$35.00 for designation of the registered agent, and \$8.75 for a certified copy; and

3. A return, postage-paid envelope.

Please process the articles at your earliest opportunity and return a certified copy of them to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Sincerely

DOW/\* Enclosures F:\Documents\DOW\Barrett\Barrett03.Dept.State.ltr.wpd

## ARTICLES OF INCORPORATION

OF

## J.W. BARRETT & ASSOCIATES, INC. EFFECTIVE DATE

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: J.W. BARRETT & ASSOCIATES, INC.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General\_Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 4426 Begonia Court, Windermere, Florida 34786 and the name of its initial Registered Agent at that address is Terrence L. Barrett. The principal office address shall be the same.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one

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(1). The name and address of each initial Director of the Corporation is as follows:

Name Address

Terrence L. Barrett 4426 Begonia Court Windermere, Florida 34786

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Terrence L. Barrett, 4426 Begonia Court, Windermere, Florida 34786

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred \_\_\_\_\_ upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 4th day of December, 1998.

	Terrence L. Barrett		
	Incorporator		
STATE OF FLORIDA	· · · · · · · · · · · ·	· · · ·	
COUNTY OF ORANGE		<pre></pre>	

Before me personally appeared <u>Terrence L. Barrett</u>, the Incorporator, to me well known and known to me to be the person described in and who executed the foregoing Articles of

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Incorporation and acknowledged to me and before me that he executed said instrument for the purposes therein expressed and he furnished unto me Florida Driver's License Number: B630-812-48-261-0.

WITNESS my hand and official seal on December 7, 1998.



DAMIFIC O. WHITE My Contra Exp. 6/06/99 Bonded By Service Ins No. CC469587

DANIEL O. WHITE NOTARY PUBLIC, State of Florida at Large My Commission Expires: June 6, 1999 My Commission Number: CC469587

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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: <u>J.W. BARRETT &</u>

ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

<u>Terrence L. Barrett</u> (NAME)

4426 Begonia Court (p.o. Box or Mail Drop Box NOT ACCEPTABLE)

> Windermere, Florida 34786 (CITY/STATE/ZIP)

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

December 7 <u>1998</u> (DATE) Terrence L. Barrett

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314