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December 3, 1998

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TITUSVILLE, FLORIDA 32782-6447  
(407) 264-0334  
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: SHRUM ASSOCIATES, INC.

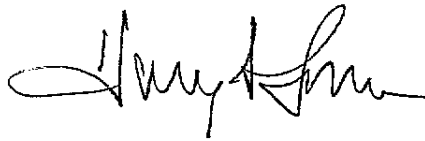
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

**FILED**  
98 DEC 14 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAI/re  
Enc.

CB  
12-5-98

ARTICLES OF INCORPORATION  
OF  
SHRUM ASSOCIATES, INC.

FILED  
98 DEC 14 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: SHRUM ASSOCIATES, INC. The principal place of business and the mailing address of the corporation shall be: 6711 26th Court East, Sarasota, FL 34243.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of the Corporation shall consist of a maximum 10,000 shares of voting common stock at \$.10 par value per share and a maximum of 90,000 shares of nonvoting common stock at \$.10 par value per share. Other than the difference between voting and nonvoting status, each class of common stock shall be identical with respect to the allocation and distribution of dividends, profits and proceeds upon dissolution.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business and continue business shall at no time be less than \$500.00.

ARTICLE V

This corporation shall exist perpetually.

## ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is E. Earl Shrum, 6711 26th Court East, Sarasota, FL 34243. The stockholders may from time to time move the principal office to any other address in Florida.

## ARTICLE VII

The names and addresses of the officers are:

NAME	ADDRESS	OFFICE
E. Earl Shrum	6711 26 <sup>th</sup> Court East Sarasota, FL 34243	President
Penelope L. Shrum	6711 26 <sup>th</sup> Court East Sarasota, FL 34243	Vice-Pres

## ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation is as follows:

NAME	ADDRESS
E. Earl Shrum	6711 26 <sup>th</sup> Court East Sarasota, FL 34243

## ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

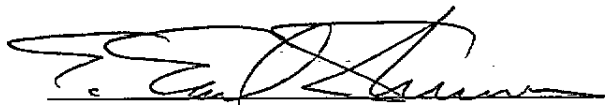
ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

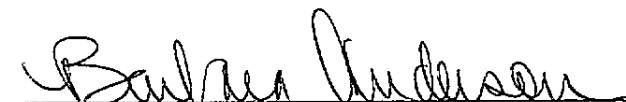
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 8TH day of DECEMBER, 1998.

  
E. Earl Shrum

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared E. Earl Shrum, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 8TH day of DECEMBER, 1998.

  
Notary Public, State of Florida

My Commission Expires:

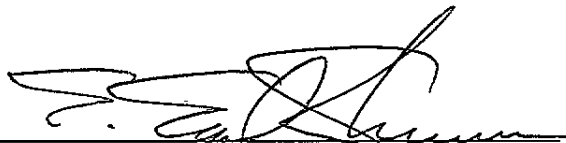


STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF  
  
SHRUM ASSOCIATES, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned as President of SHRUM ASSOCIATES, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

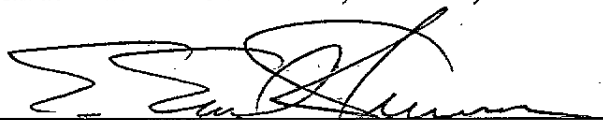
The street address of the initial registered office of this Corporation is 6711 26th Court East, Sarasota, FL 34243, and the name of the initial registered agent of this Corporation at that address is E. Earl Shrum.

DATED this 8TH day of DECEMBER, 1998.

  
E. Earl Shrum, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of SHRUM ASSOCIATES, INC., at the initial registered office of the Corporation at 6711 26<sup>th</sup> Court East, Sarasota, FL 34243.

  
E. Earl Shrum

**FILED**  
98 DEC 14 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA