

P98000108331

December 30, 1998

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

RE: C D & Associates, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

FROM: C D & Associates, Inc.
101-A Edwards Road
Starke, FL 32091

(904) 964-8335

100002728021--2
-12/31/98--01041--005
*****70.00 *****70.00

EFFECTIVE DATE

1-1-99

FILED
98 DEC 31 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BC
rec'd 12/31

B. BROCK DEC 31 1998

ARTICLES OF INCORPORATION

C D & ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is C D & ASSOCIATES, INC.

ARTICLE II - DURATION

The duration of this corporation shall commence on January 1, 1999 and shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, bookkeeping, income tax preparation and business services.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 (one dollar) par value common stock.

ARTICLE V - MAILING ADDRESS

The principal office of the corporation shall be 101-A Edwards Road, Starke, FL 32091 and the mailing address of the corporation is 101-A Edwards Road, Starke, FL 32091.

ARTICLE VI - INITIAL REGISTERED AGENT - DESIGNATION AND ACCEPTANCE

The name and address of the initial registered agent and office of this corporation is:

Roy J. DeCelle, Sr.
President
101-A Edwards Road
Starke, FL 32091

Roy J. DeCelle, Sr. signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 607.0202 and Section 621, Florida Statutes.

I hereby accept the appointment as Registered Agent of C D & Associates, Inc. and agree to act in that capacity.


ROY J. DECELLE, SR.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-99

ARTICLE VII - INCORPORATOR AND INITIAL BOARD OF DIRECTORS

The name and address of the directors of this Corporation who are signing these Articles of Incorporation is as follows:

Roy J. DeCelle, Sr.
Rt. 5, Box 3274
Starke, FL 32091

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) and the method of election of directors shall be governed by the By-Laws.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of December, 1998.


ROY J. DECELLE, SR., President

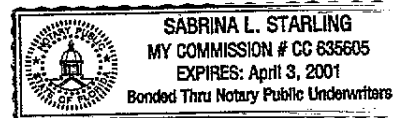
STATE OF FLORIDA)
COUNTY OF BRADFORD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Roy J. DeCelle, Sr., who is either personally known to me or who has produced FL DL # D240130522430 as identification and who acknowledged before me that he is the person who executed the foregoing Articles of Incorporation. He did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 30th day of December, 1998.

SABRINA L. STARLING
Print Name of Notary

Sabrina L. Starling
Notary Public (Signature)
State of Florida at Large
My Commission Expires: 4/3/01



CERTIFICATE OF DESIGNATION
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: C D & Associates, Inc.
2. The name and address of the registered agent and office is:

Roy J. DeCelle, Sr.
101-A Edwards Road
Starke, FL 32091

SIGNATURE: Roy J. DeCelle, Sr.
(Corporate Officer)

TITLE: President

DATE: 12/28/98

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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Roy J. DeCelle, Sr.
DATE: 12/28/98

REGISTERED AGENT FILING FEE: \$35.00

FILED
98 DEC 31 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA