

Cypress Asset Management, Inc.

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P.O. Box 810 ◆ Osprey, FL 34229-0810

Phone (941) 918-0414 ◆ Fax (941) 966-1704 ◆ Email cjackcpa@gte.net

December 30, 1998

To: Florida Secretary of State

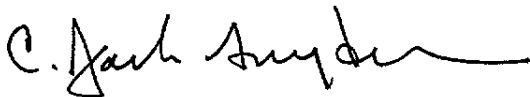
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****122.50 *****78.75

Re: Articles of Incorporation for
Cypress Asset Management, Inc.

Please find enclosed an original copy of my articles of incorporation along with my check for \$ 122.50.

The enclosed check represents all of the costs for Incorporation along with the fee for the designated Registered Agent for the above named corporation.

Sincerely,



C. Jack Snyder, President

FILED
99 JAN -4 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 5 1999

ARTICLES OF INCORPORATION
FOR
CYPRESS ASSET MANAGEMENT, INC.

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

ARTICLE I. NAME

The name of the Corporation shall be:

CYPRESS ASSET MANAGEMENT, INC.

The principal place of business if this Corporation shall be:

P.O. BOX 810
OSPREY, FL 34229

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock that this Corporation is authorized to have outstanding at Any one time is seven-thousand five-hundred (7,500) of common shares having a par value of \$ 1.00 per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and Address

C. Jack Snyder
2147 S. Tamiami Trl
Osprey, Fl 34229

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual. Corporate existence shall begin immediately upon filing approval.

ARTICLE VI. SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Service Code. The Corporation intends to file with the Internal Revenue Service a Form 2553 as a Subchapter S Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Cypress Asset Management, Inc.
P.O. Box 810
Osprey, FL 34276**

ARTICLE VIII. DIRECTORS

The names and address of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholder(s) or until a successor is duly elected and qualified is as follows:

NAME AND STREET ADDRESS

**C. Jack Snyder
2147 S. Tamiami Trl
Osprey, FL 34229**

ARTICLE IX. OFFICER(S)

The name and address of the person who shall serve as the initial officer(s) of the Corporation is hereby appointed as follows:

Name and Address

**C. Jack Snyder, President, Secretary & Treasurer
P.O. Box 810
Osprey, FL 34229**

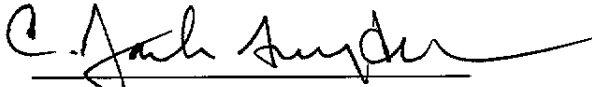
ARTICLE X. SHAREHOLDER(S) MEETINGS AND CORPORATE BOOKS

Meetings of the shareholder(s) may be held within or without the State of Florida. The books of the Corporation may be kept outside of the State of Florida at such place or places as may designated from time to time by the Board of Directors.

ARTICLE XI. AMENDMENTS OF ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or amendment hereto, in the manner now or hereafter as prescribed by statute, and all rights conferred upon shareholder(s) herein are granted subject to this reservation.

In witness whereof, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the Florida general Corporation Act, has executed theses Articles of Incorporation this 30th day of December 1998.



C. Jack Snyder

State of Florida
County of Sarasota

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared C. Jack Snyder.

Known to me and know to the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto affixed my hand and seal, the State and County foresaid, this 30th day of December, 1998.


Notary Public

My Commission Expires: 02-12-2000



ROBERT W. SCHLOSS
Comm. No. CC 516370
My Comm. Exp. Feb. 12, 2000
Bonded thru Pichard Ins. Agcy.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

Certificate of Registered Agent

Of

CYPRESS ASSET MANAGEMENT, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is hereby submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2147 S. Tamiami Trl
Osprey, FL 34229

has named C. Jack Snyder located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


C. Jack Snyder, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA