

# KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

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(\*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

P99000006508  
January 22, 1999

Via Hand Delivery

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

200002751332--2  
-01/22/99--01017--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: DetLaw Advisors, Inc.

Dear Sir or Madam:

Please find enclosed articles of incorporation for the above reference new Florida corporation. Enclosed with this cover letter are two originals of the articles. Please file one and certify the other original today. I will send a representative of our firm to your office on Monday to pick up the certified copy. I have provided a check in the amount of \$78.75 for filing the articles and for the certification fees.

Thank you for your assistance. If you have any questions please feel free to call me at 224-9634 ext. 652.

Respectfully,

*Michelle L. Blanton*

Michelle L. Blanton  
Assistant to Gary P. Timin, Esq.

Enclosures

RECEIVED  
99 JAN 22 AM 10:47  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 JAN 22 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 22 1999

**ARTICLES OF INCORPORATION  
OF  
DETLaw ADVISORS, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

FILED  
99 JAN 22 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Name and Address**

The name of the Corporation shall be DetLaw Advisors, Inc. Its principal office shall be located at 20977 U.S. Highway 76, Newberry, South Carolina 29108. The corporation may establish and maintain the principal office of the corporation at such other place within or outside the State of Florida as may be determined by the Board of Directors.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

**ARTICLE IV  
Incorporator**

The names and street addresses of the Incorporator of this Corporation is as follows:

Gary P. Timin  
Katz, Kutter, Haigler, Alderman,  
Bryant & Yon, P.A.  
106 East College Avenue -- Suite 1200  
Tallahassee, Florida 32301

**ARTICLE V**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless and until dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The initial registered office of the Corporation shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida, 32301, and the initial registered agent of the Corporation at such office shall be Gary P. Timin, to receive service of process and perform other functions of the registered agent.

**ARTICLE VII**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The initial term of office of the directors named in Article VIII shall be for one year after the date of incorporation, or until the first annual meeting of stockholders, or until their respective successors are elected. The size of the Board may be altered as provided in the bylaws of the Corporation.

**ARTICLE VIII**  
**Initial Directors**

The two initial Directors of the Corporation and their respective addresses are:

Walter D. Shealy III  
20977 U.S. Highway 76  
Newberry, SC 29108

Edward D. Credille, Jr.  
3464 Buck Hill Drive, S.E.  
Marietta, GA 30067

**ARTICLE IX**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in

which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

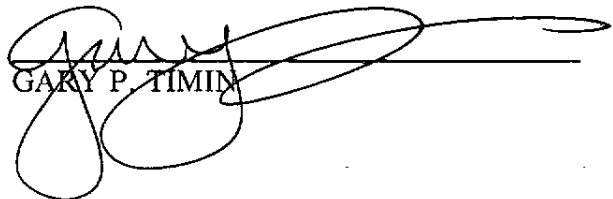
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

## ARTICLE X

### Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

SIGNED by the incorporator as of the 20<sup>th</sup> day of January, 1999.

  
GARY P. TIMIN

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Gary P. Timin, to me personally known or who has produced \_\_\_\_\_ as identification and known to me to be the person who executed the foregoing instrument, and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal as of the 20<sup>th</sup> day of January, 1999.

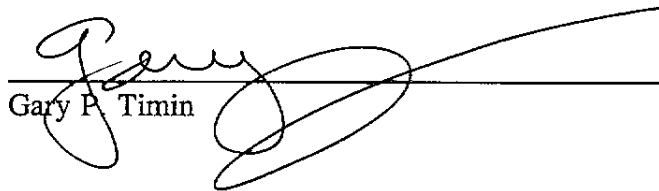
Connie A. Stehling  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_



~~Connie A. Stehling~~  
MY COMMISSION # CC751531 EXPIRES  
June 15, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

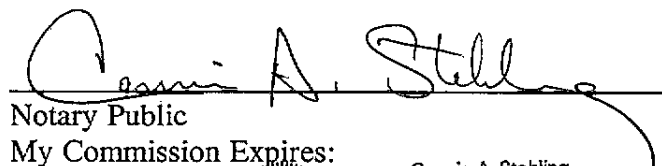
### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for DetLaw Advisors, Inc. at the place designated in its Articles of Incorporation, the undersigned, Gary P. Timin, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

  
Gary P. Timin

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for DetLaw Advisors, Inc. was acknowledged before me as of the 20<sup>th</sup> day of January, 1999, by Gary P. Timin, who is personally known to me or who has produced a driver's license as identification.

  
Notary Public  
My Commission Expires:



Connie A. Stehling  
MY COMMISSION # CC751531 EXPIRES  
June 15, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

99 JAN 22 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA