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OF COUNSEL

January 21, 1999

FILED  
99 JAN 25 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (305) 670-1333  
FAX (305) 670-7735

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


RE: Congdon Investments, Inc.

Dear Sir or Madam:

Enclosed please find the original *Articles of Incorporation of Congdon Investments, Inc.* and a check in the amount of \$ 78.75 for the filing and certified copy fees. Please mail the certified copy to me at the above address.

Thank you. If you have any questions, please call me.

Sincerely,

  
STEVEN KELLOUGH

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JAN 28 1999  
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ARTICLES OF INCORPORATION

OF

Congdon Investments, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE 1- NAME**

The name of the corporation shall be **Congdon Investments, Inc.**

**ARTICLE II - DURATION**

The Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose of the corporation will be that of a company authorized to conduct business for any lawful purpose(s) to the extent permitted by Florida law including but not limited to the powers and activities described in 607.0302 and 607.0303, Fla. Stat.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue the following capital stock:

<b><u>No. Shares</u></b>	<b><u>Classification</u></b>	<b><u>Par Value</u></b>
1000	Common	\$1.00

Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done

Prepared by:  
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without issuance of fractional shares) at the price at which it is offered by others.

#### **ARTICLE V - ADDRESS AND REGISTERED OFFICE AND AGENT**

The mailing address of the corporation is 142 Rotunda Circle, Rotunda West, Florida 33947. The name and street address of the initial registered agent is June Congdon, 142 Rotunda Circle, Rotunda West, Florida 33947.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the corporation is Harvey K. Congdon, 13495 Tournament Drive, Palm Beach Gardens, Florida 33410.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall have directors as shall be determined by the by laws, but the number of which shall never be less than one (1). The number of directors may be modified from time to time thereafter in accordance with the bylaws of the corporation. The name and street address of the initial directors of this corporation are Randy Congdon, 1071 Country Club Lane, Henderson, Kentucky 42420 and Harvey K. Congdon 13495 Tournament Drive, Palm Beach Gardens, Florida 33410.

#### **ARTICLE VIII - BYLAWS**

The bylaws may be altered, amended, repealed or added to by the vote of two-thirds of the Board of Directors or by a vote of a majority of the Shareholders either at a regular meeting or a special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

#### **ARTICLE IX - SHAREHOLDERS PROPERTY**

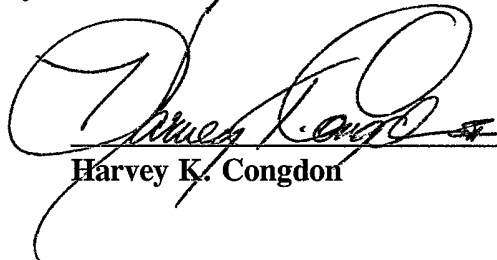
Private property of the shareholders shall not be subject to the payment of the corporation's

debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

**ARTICLE X - AMENDMENTS TO ARTICLES**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting, with not less than a two-thirds vote of the common stock issued and outstanding.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 18<sup>th</sup> day of January, 1999.

  
Harvey K. Congdon

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Congdon Investments, Inc.

DATED this 20<sup>th</sup> day of January, 1999.

  
June Congdon

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