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January 18, 1999

Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

600002748396--9  
-01/20/99-01095-011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **McDONOUGH & DICKINSON, INC.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is our firm check in the amount of \$70.00 for the filing fees.

Please return the copy with the filing information stamped thereon to the undersigned.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.



Richard D. Baxter, Esq.

Enclosures

~~W99-1887~~  
Dmc  
2-1-99

~~509~~

99 FEB -1 PM 2:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

January 26, 1999

**RICHARD D. BAXTER, ESQ.**  
**KENNETH B. WHEELER, LL.M.**  
1155 LOUISIANA AVE SUITE 100  
WINTER PARK, FL 32789

**SUBJECT: MCDONOUGH & DICKINSON, INC.**  
Ref. Number: W99000001887

We have received your document for MCDONOUGH & DICKINSON, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 199A00003433

**ARTICLES OF INCORPORATION  
OF  
McDONOUGH & DICKINSON, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME**

The name of this Corporation shall be:

McDONOUGH & DICKINSON, INC.

**ARTICLE II  
DURATION**

The Corporation shall exist perpetually until dissolved according to law.

**ARTICLE III  
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV  
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1155 Louisiana Avenue, Suite 100  
Orlando, Florida 32789

The name of the initial registered agent of this Corporation at that address shall be:

RICHARD D. BAXTER

**ARTICLE VI  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The initial Directors of this Corporation shall be elected by the Incorporator pursuant to Section 607.0205(b) of the Florida Statutes. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII  
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

RICHARD D. BAXTER  
1155 Louisiana Avenue, Suite 100  
Orlando, Florida 32789

**ARTICLE VIII**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation is located at:

1155 Louisiana Avenue, Suite 100  
Orlando, Florida 32789

The mailing address of the corporation is:

1155 Louisiana Avenue, Suite 100  
Orlando, Florida 32789


**ARTICLE IX**  
**SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

4. This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, for the uses and purposes aforesaid, this 18th day of January, 1999.

  
\_\_\_\_\_  
RICHARD D. BAXTER  
Incorporator

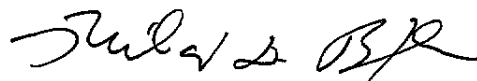
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
McDONOUGH & DICKINSON, INC.**

**FILED**  
**99 FEB -1 PM 2:46**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Florida Statute, McDONOUGH & DICKINSON, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named RICHARD D. BAXTER located thereat as its registered agent to accept service of process within this state.

By:   
RICHARD D. BAXTER  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
RICHARD D. BAXTER  
Registered Agent