Englewood, Florida 34223

R. W. WELLBAUM, JR. THOMAS P. MCLENNON* LOR! WELLBAUM WOLFF**

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN CALIFORNIA

TELEPHONE (941) 474-3241 FAX (941) 475-2927

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February 10, 1999

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

Re: PATRAND, INC.

Dear Ladies and Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$122.50 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,

R. W. WELLBAUM, JR.

RWW/jsb

Enclosures

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ARTICLES OF INCORPORATION

OF

PATRAND, INC.

<u> Article I - Name</u>

The name of this corporation is: PATRAND, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

The purpose of this corporation shall be to act as a consultant and assist elderly people in preventing fraud or providing services as needed and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 58 Oakland Hills Court, Rotonda West, Florida, and the name of the initial registered agent of this corporation at that address is Randel D. Wheeler.

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Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one.

The names and addresses of the directors of this corporation are:

Randel D. Wheeler 58 Oakland Hills Court Rotonda West, Florida 33497

Patricia A. Wheeler 58 Oakland Hills Court Rotonda West, Florida 33497

Article VIII - Incorporators

Randel D. Wheeler P.O. Box 1065 Englewood, Florida 34295

Article IX - By-Laws

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

<u>Article X - Indemnification</u>

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

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 10th day of February 1999.

Wheeler

STATE OF FLORIDA

ss:

COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this day of February, 1999, by Randell D. Wheeler [] who is personally known to me; or

[4] who has provided FL Driver's License as identification.



Signature of Notary State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statues, the following is submitted, in compliance with said Act:

That PATRAND, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Rotonda West, State of Florida, has named Randel D. Wheeler of 58 Oakland Hills Court, Rotonda West, Florida, 33497, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Randel D.