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ACCOUNT NO. : 072100000032

REFERENCE : 193948 7138741

AUTHORIZATION : *Patricia Pignotti*

COST LIMIT : \$ 70.00

ORDER DATE : April 5, 1999

100002835171--5

ORDER TIME : 10:13 AM

ORDER NO. : 193948-005

CUSTOMER NO: 7138741

CUSTOMER: Mr. Daniel S. Friebis  
MR. DANIEL S. FRIEBIS  
MR. DANIEL S. FRIEBIS  
Suite B-1  
3890 Turtle Creek Drive  
Port Orange, FL 32127

DOMESTIC FILING

NAME: DECOOK AND ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -9 PH 5: 12

RECEIVED  
99 APR -9 PH 3: 09  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR -9 PM 5:12

ARTICLES OF INCORPORATION  
OF  
DECOOK AND ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DECOOK AND ASSOCIATES, INC.

The address of the principal office of this corporation shall be 27 Francis Lane, Palm Coast, Florida 32137, and the mailing address of the corporation shall be the same.

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, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT.

The street address of the initial registered office of the corporation shall be 3890 Turtle Creek Drive, #B-1, Port Orange, Florida 32127, and the name of the initial registered of the corporation at that address is Daniel S. Friebis.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Andrew R. Decook Sr.  
Director

27 Francis Lane  
Palm Coast, Florida 32137

Martha L. Decook  
Director

27 Francis Lane  
Palm Coast, Florida 32137

ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on April 9, 1999.

  
\_\_\_\_\_  
Its Agent, Karen B. Rozar

rwm

FILED  
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DIVISION OF CORPORATIONS

99 APR -9 PM 5:13

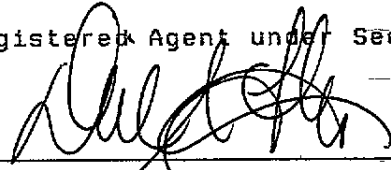
ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Daniel S. Friebis, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

DECOOK AND ASSOCIATES, INC.

Daniel S. Friebis is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: \_\_\_\_\_



Typed Name: Daniel S. Friebis