

P99000041023

RUSSELL S. DOSTER
P.O. Box 11192
Tallahassee, Florida 32302

May 6, 1999

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

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*****78.75 *****78.75

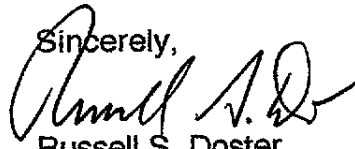
Ref: Smith, Winchester & Associates INC.

Dear Madam:

Enclosed are the original and one copy of the Articles of Incorporation and a check for:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certificate of Status	<u>8.75</u>
<i>Certified Copy</i>	
Total	\$78.75

I appreciate your kind assistance in forming this corporation.

Sincerely,

Russell S. Doster

APPROVED
AND
FILED
99 MAY -6 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY -6 AM 9:37

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**ARTICLES OF INCORPORATION
OF
Smith, Winchester & Associates INC.**

ARTICLE I. NAME

The name of this corporation is **Smith, Winchester & Associates INC.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Without limiting or restricting in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the corporation shall have the following general powers:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist its officers and employees in accordance with applicable law.

(e) To purchase, take, receive subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect

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obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its

purposes.

(p) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee, or agent of this corporation all as provided by applicable law,

(q) To purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock of one class only, having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 423 Whitehouse Road, Tallahassee, Florida 32311 and the name of the initial registered agent of this corporation at that address is **Mark D. Winchester**. This is also the principal office.

ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, in accordance with by-laws adopted by the shareholders, provided that the corporation shall always have the minimum number of directors required by law.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Mark D. Winchester, 423 Whitehouse Road, Tallahassee, Fl. 32311

Michael Hart Smith, 2220 Ivy Trace, Birmingham, Alabama 35243

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

ARTICLE XI. INCORPORATORS

The name and address of the person signing these articles is **RUSSELL S. DOSTER**, 111 North Calhoun Street, Tallahassee, Florida 32301.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of MAY, 1999.

Russell S. Doster

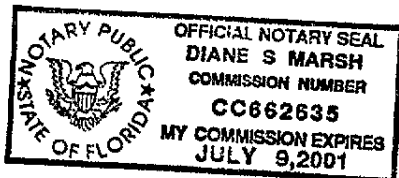
State of Florida
County of Leon

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared **RUSSELL S. DOSTER**, to me well known and known to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation.

Witness my hand and seal in the county and state named this 06 day of May, 1999.

Diane S. Marsh
NOTARY PUBLIC

My commission expires:



DESIGNATED REGISTERED AGENT

I, **Mark D. Winchester**, do hereby accept appointment as Registered Agent
for **Smith, Winchester & Associates INC.**

Service may be made at this address during regular business hours:

423 Whitehouse Road
Tallahassee, Florida 32311

Mark D. Winchester

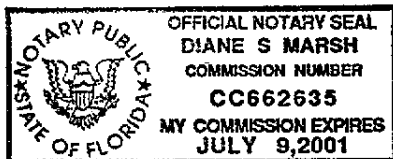
Mark D. Winchester
REGISTERED AGENT

SWORN TO and subscribed
before me this 06 day
of May, 1999

Diane S. Marsh

NOTARY PUBLIC

My commission expires:



99 MAY -6 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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