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May 24, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

800002886708--5
-05/26/99--01023--004
*****70.00 *****70.00

Re: Fred Goodrow & Associates, Incorporated

Gentlemen:

Enclosed are duplicate originals of the proposed Articles of Incorporation for the above captioned corporation.

Please endorse your approval of the Articles on the duplicate copy, and return the copy to this office. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$70.00 is enclosed is cover the following:

Filing Fees	\$ 35.00
Registered Agent Registration	\$ 35.00
Total	\$ 70.00

We do not require a certified copy of the filed Articles.

If any further charges are required, or if for any reason the Articles do not meet current requirements, please so notify the undersigned by collect telephone call at (352) 732-3925.

Very truly yours,



R. Scott Cross
For the Firm
RSC/cap
Enclosures

99 MAY 26 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
68-1-99

**ARTICLES OF INCORPORATION
OF
FRED GOODROW & ASSOCIATES, INCORPORATED**

FILED
99 MAY 26 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is **FRED GOODROW & ASSOCIATES, INCORPORATED**.

**ARTICLE II
Business**

The corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE III
Stock**

The total number of shares of stock which the corporation will have authority to issue is One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

**ARTICLE IV
Registered Office and Agent**

The initial address of the principal and registered office of the corporation is 2032 NE 5th Place, Ocala, Florida 34470.

The name of the corporation's registered agent at said address is Fred Goodrow.

ARTICLE V
Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal By-Laws.

ARTICLE VI
Effective Date

The corporation will commence existence on the date of filing these Articles of Incorporation.

ARTICLE VII
Incorporator

Following is the name and street address of the person signing these Articles as incorporator:
Fred Goodrow, 2032 NE 5th Place, Ocala, Florida 34470.

ARTICLE VIII
Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX
Preemptive Rights

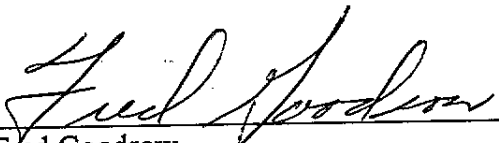
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X
Amendment**

This corporation may amend its certificate of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in an original certificate of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 24 day of May, 1999.


Fred Goodrow

STATE OF FLORIDA
COUNTY OF MARION

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Fred Goodrow known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (Check one: Said person is personally known to me or Said person provided the following type of identification: _____)

Witness my hand and official seal in the County and State last aforesaid this 24 day of May, 1999.



Notary Public

Printed Name: _____

Notary Rubber Stamp Seal:



R. Scott Cross
MY COMMISSION # CC808144 EXPIRES
April 4, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT my designation as Registered Agent for Fred Goodrow & Associates, Incorporated as set forth in ARTICLE IV of the foregoing Articles of Incorporation, this 24th day of May, 1999.



Fred Goodrow

FILED
99 MAY 26 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA