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LAW OFFICES

WATSON R. SINDEN, P.A. FILED

501 FIRST AVENUE NORTH

SUITE 404 99 AUG -5 PM 4:00

ST. PETERSBURG, FLORIDA 33701

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WATSON R. SINDEN

J. A. McCLURE, JR. (RETIRED)

AREA CODE 727

TELEPHONE 895-1266

TELECOPIER 822-0589

July 29, 1999

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

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***122.50 ***78.75

RE: FERGUSON INVESTMENT, INC.

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 to cover the filing fee, certified copy and registered agent charge.

If you should have any further questions or problems concerning this matter, please do not hesitate to contact me.

Very truly yours,


Watson R. Sinden

WRS:pss

Enclosures

PH 8/11/99

FILED

99 AUG -5 PM 4: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is **FERGUSON INVESTMENT, INC.**

2. Duration. The period of its duration is perpetual.

3. Purpose. The purpose is to engage in the business of personal and real property investments and any other activity or business permitted under the laws of the United States and Florida.

4. Capital Stock. The corporation is authorized to issue 7,500 shares, all of one class, at One (\$1.00) Dollar par value.

5. Initial Registered Office and Agent. The name and address of the initial registered office and agent of this corporation is as follows:

WATSON R. SINDEN, ESQUIRE
501 First Avenue North, Suite 404
St. Petersburg, Florida 33701

6. Initial Principal Office of Corporation. The initial principal office of this corporation is as follows:

1320 Central Avenue
St. Petersburg, Florida 33705

7. Initial Board of Officers. This corporation shall have a sole officer:

MARK A. FERGUSON

President, Secretary, and Treasurer

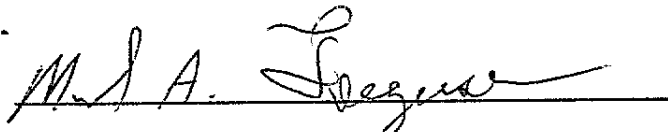
8. Initial Board of Directors. This corporation shall have no initial directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

9. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

MARK A. FERGUSON
1320 Central Avenue
St. Petersburg, Florida 33705

10. Amendment of Articles. 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 Incorporator and Registered Agent have executed these Articles of Incorporation this 8 day of July, 1999.

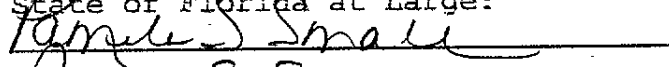

MARK A. FERGUSON, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared, MARK A. FERGUSON, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SUBSCRIBED AND SWORN to before me this 8th day of July, 1999.

NOTARY PUBLIC
State of Florida at Large:


Pamela S. Small
Printed Name

My Commission Expires:



PAMELA S. SMALL
COMMISSION # CC 481446
EXPIRES AUG 8, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY STATE that I am familiar with and accept the duties and responsibilities as Registered Agent for this said corporation.

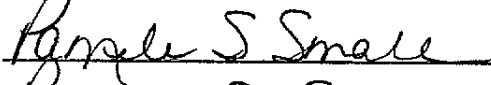

WATSON R. SINDEN, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS


BEFORE ME, the undersigned authority, this day personally appeared, WATSON R. SINDEN, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SUBSCRIBED AND SWORN to before me this 29th day of July, 1999.

NOTARY PUBLIC
State of Florida at Large:


Pamela S. Small
Printed Name

My Commission Expires:

 **PAMELA S. SMALL**
COMMISSION # CC 481446
EXPIRES AUG 8, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
99 AUG -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA