

J. Glenn Robbins
5105 John Anderson Hwy
Flagler Beach, FL 32136
(904)439-1645

P99000085839

September 21, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

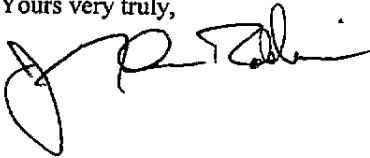
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*****70.00 *****70.00

Gentlemen:

Enclosed are Articles of Incorporation for Butler & Associates, Inc. to be filed. A check in the amount of \$70.00 is also enclosed to cover filing fees. Please return acknowledgment to me at the address above.

Please contact me if there are any questions.

Yours very truly,



FILED
99 SEP 27 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/28/99

ARTICLES OF INCORPORATION
OF
BUTLER & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is: BUTLER & ASSOCIATES, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business, all in keeping within the laws of the state of Florida. To own real and personal property necessary for operations.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V-PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL PRINCIPAL OFFICE, MAILING OFFICE,

The mailing address of the principal office, mailing office, of this corporation is P.O. Box 282, Doctors Inlet, FL 32030.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

NAME

David Butler, President

ADDRESS

P.O. Box 282
Doctors Inlet, FL 32030

Gail Butler, Treasurer/Secretary

P.O. Box 282
Doctors Inlet, FL 32030

ARTICLE VIII-INCORPORATORS

NAME

David Butler

ADDRESS

P.O. Box 282
Doctors Inlet, FL 32030

Gail Butler

P.O. Box 282
Doctors Inlet, FL 32030

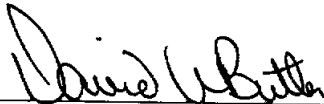
ARTICLE IX-IMDEMNIFICATION

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

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 22ND day of July, 1999.



David Butler, President



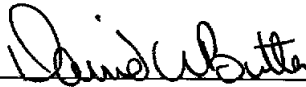
Gail Butler, Treasurer/Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-That David Butler and Gail Butler, desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at the County of Clay, State of
Florida, has named David Butler located at 668 Lake Asbury Dr, Green Cove Springs, FL
32043 as its agent to accept service of process within Florida.

SIGNATURE

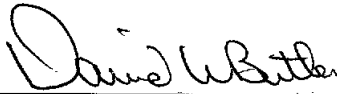


TITLE: PRESIDENT

DATE: JULY 22, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE: JULY 22, 1999

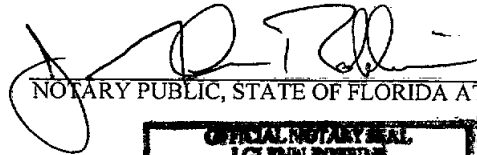
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99 SEP 27 PM 3 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF FLAGLER

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared David Butler and Gail Butler known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22ND day of July, 1999.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

