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JOHN T. CHANDLER

Attorney at Law

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September 23, 1999

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-09/27/99-01154-005
****122.50 *****78.75

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: Summerhays, Gaines, Bailey and Associates,
Investment Advisory Services, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. A check in the sum of \$122.50 is enclosed, which represents the following fees:

| | |
|----------------------|-----------------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered agent fee | 35.00 |
| <u>TOTAL</u> | <u>\$122.50</u> |

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,


JOHN T. CHANDLER

JTC/jw

Enclosures

D. BROWN SEP 29 1999

ARTICLES OF INCORPORATION

OF

SUMMERHAYS, GAINES, BAILEY AND ASSOCIATES,
INVESTMENT ADVISORY SERVICES, INC.

FILED
99 SEP 27 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. NAME. The name of the corporation is Summerhays, Gaines, Bailey and Associates, Investment Advisory Services, Inc.

2. TERM. The corporation shall exist perpetually. Corporate existence shall begin when these articles are filed with the Department of State.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 1000 shares of common stock of a par value of \$1.00 per share. The board of directors may dispose of the authorized but unissued stock from time to time, but every shareholder may purchase his prorata share, as near as can be done without the issuance of fractional shares, on the sale for cash of any previously unissued or new stock of this corporation at the same price at which it is offered to others.

5. REGISTERED AGENT. The initial registered agent for this corporation is Robert W. Summerhays, Jr., and the initial registered office is located at 1905 S. 25th St., Ste. 202, Fort Pierce, FL 34947.

6. CORPORATE ADDRESS. The corporation's initial principal office is located at 1905 S. 25th St., Ste. 202, Fort Pierce, FL 34947, and the mailing address is 1905 S. 25th St., Ste. 202, Fort Pierce, FL 34947.

7. DIRECTORS. This corporation shall have four directors initially. The number of directors shall be fixed by the bylaws.

8. INITIAL DIRECTORS. The name and address of the first board of directors, who shall hold office until the first annual meeting of stockholders, is:

Robert W. Summerhays, Jr.
1905 S. 25th St., Ste. 202
Fort Pierce, FL 34947

J. W. Gaines
1905 S. 25th St., Ste. 202
Fort Pierce, FL 34947

Randy G. Bailey
1905 S. 25th St., Ste. 202
Fort Pierce, FL 34947

and

David S. McGuire, Jr.
1905 S. 25th St., Ste. 202
Fort Pierce, FL 34947.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. INCORPORATOR. The name and address of the incorporator is Robert W. Summerhays, Jr., 1905 S. 25th St., Ste. 202, Fort Pierce, FL 34947.

10. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.


Dated this 22nd day of September, 1999.


ROBERT W. SUMMERHAYS, JR.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT W. SUMMERHAYS, JR., who is personally known to me or who was identified by FL Driver License, who executed the foregoing instrument and who acknowledged before me that he executed the same.

WITNESSETH my hand and official seal in the County and State last aforesaid this 22 day of September, 1999.


NOTARY PUBLIC Jean M. Woodard, FLORIDA
Notary Public, State of Florida
Commission No. CC 541651
My Commission Expires 3/20/00
Bonded Through Fla. Notary Service & Bonding Co.

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


ROBERT W. SUMMERHAYS, JR.