

CAPITAL CONNECTION, INC.

1725 Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8000 • Fax (850) 222-1222

999000106980

Nancy L. Holderness, P.A.

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-12/10/99-01059-006
*****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Signature _____

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**ARTICLES OF INCORPORATION
OF
NANCY L. HOLDERNESS, P.A.**

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be NANCY L. HOLDERNESS, P.A..

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in a real estate business for the purchase, sale, lease, rental, management, and all other transactions in or dispositions of real or personal property together with all other lawful acts and activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 100 shares, all of which shall be common stock having no par value.

ARTICLE IV. PREEMPTIVE RIGHTS GRANTED

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase his or her proportionate part of any unissued shares of the corporation or acquire shares which may be issued at any time by the corporation. The consideration to be received for any shares shall be set, prior to the issuance of the

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shares, by a majority vote of the holders of the outstanding shares entitled to vote.

ARTICLE V. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 190 Palm Boulevard, Parrish, Florida 34219, and the initial registered agent at such address will be NANCY L. HOLDERNESS. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is NANCY L. HOLDERNESS, whose address is 190 Palm Boulevard, Parrish, Florida 34219.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX. INITIAL DIRECTORS

The name of the initial Director of this corporation and his street address is:

<u>Name</u>	<u>Address</u>
NANCY L. HOLDERNESS	190 Palm Boulevard Parrish, Florida 34219

ARTICLE X. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

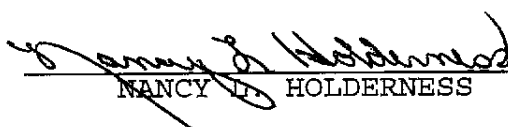
ARTICLE XI. AMENDMENT OF BYLAWS

Except as otherwise provided by law, By-Laws can be adopted, amended, or repealed by the vote or written consent of a majority of the shareholders of this corporation and not otherwise.

ARTICLE XII. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors, and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.



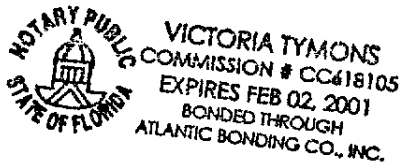
NANCY D. HOLDERNESS

STATE OF FLORIDA
MANATEE COUNTY

BEFORE ME, the undersigned authority, personally appeared NANCY L. HOLDERNESS, personally known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes and uses therein set forth.

SWORN TO AND SUBSCRIBED before me this the 7th day of December, 1999.

Victoria Tymons
Notary Public
Victoria Tymons
Printed Name of Notary Public
CC618105
Commission/Serial Number
My Commission Expires: 2001



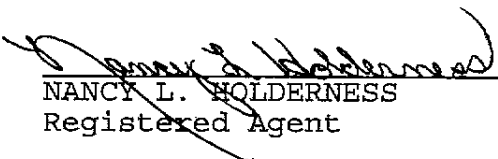
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

NANCY L. HOLDERNESS, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 190 Palm Boulevard, Parrish, Florida 34219, with NANCY L. HOLDERNESS as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



NANCY L. HOLDERNESS
Registered Agent

DATED this the 7th day of December, 1999.

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