

ARTICLES OF AMENDMENT  
OF  
THE PACE WATER SYSTEM, INC.

FILED  
1992 FEB 27 PM 4: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE  
The name of this corporation is/PACE WATER SYSTEM, INC.

On January 30 1992, the members of the PACE WATER SYSTEM, INC. adopted all of the amendments to the Articles of Incorporation of The Pace Water System, Inc. set forth in these Articles of Amendment, and the number of votes cast by the members for these amendments was sufficient for approval.

The amendments to the Articles of Incorporation of The PACE WATER SYSTEM, INC. approved by the members on January 30, 1982, are as follows:

(A) All Articles previously set forth in the Articles of Incorporation of the PACE WATER SYSTEM, INC. are hereby deleted.

(b) The following Articles represent the text of each amendment as adopted by the members and shall be the Amended Articles of the Pace Water System, Inc.:

ARTICLE I

THE  
The name of this corporation shall be/PACE WATER SYSTEM, INC., and the mailing address is 4559 Chumuckla Highway, Pace, Florida; and <sup>THE</sup>PACE WATER SYSTEM, INC., shall be a corporation not for profit organized under Chapter 617, Florida Statutes, and shall have all powers given to a corporation not for profit by the provisions of said Chapter 617, Florida Statutes.

ARTICLE II

The nature of the business of the corporation and the objects and purposes for which it is organized are:

(A) 1. To construct, maintain and operate a utility system to supply water, sewage, and other public services to the Pace community and other areas of Santa Rosa County, Florida, on a not for profit basis for domestic, commercial, agricultural and industrial members;

2. To sell public utility support upon approval by the Board of Directors;

3. To engage in any activity necessary to perform its public service functions;

4. To engage in any and all other lawful business; and

(B) The above operations will be further defined in the bylaws and implemented by the Board of Directors.

ARTICLE III

The members of this corporation shall be assigned membership in accordance with Florida Statutes. Membership shall be defined in the bylaws of this corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The affairs of this corporation are to be managed by a Board of Directors of not less than three (3) nor more than nine (9) members. The number of directors shall be determined by the

bylaws. They shall be elected by the members and shall hold office for three (3) years as outlined in the bylaws.

ARTICLE VI

The officers who are presently serving until their successors are elected shall be as follows:

Cooley, Harold	President
Warrick, Danny	Vice-President, whose address is 3909 Rodella St., Pace, FL 32571.
Fowler, Marvin	Treasurer
Odom, Crawford	Secretary

The term of office of the foregoing officers shall be for a period of one (1) year or until their successors are elected. The officers shall be elected by the Board of Directors.

ARTICLE VII

Amendments to the bylaws of the corporation may be made as follows:

(A) The Board of Directors shall adopt a resolution setting forth the proposed amendment(s), directing that the resolution be submitted to a vote at an annual meeting of the members or at a special meeting of the members called for that purpose.

(B) Notice of the proposed amendment(s) or a summary of the proposed amendment(s) to the bylaws shall be given to each member entitled to vote thereon. This notice requirement shall be satisfied by mailing notice to each member and through publication in a locally-distributed newspaper at least ten (10) days prior to the meeting.

(C) The proposed amendment(s) to the bylaws shall be adopted upon receiving the affirmative vote of the majority of the votes cast by the members who attend such meeting.

ARTICLE VIII

*Sec. 1*

Amendments to the Articles of Incorporation of the corporation may be made as follows:

(A) The Board of Directors shall adopt a resolution setting forth the proposed amendment(s), directing that the resolution be submitted to a vote at an annual meeting of the members or at a special meeting of the members called for that purpose.

(B) Notice of the proposed amendment(s) or a summary of the proposed amendment(s) to the Articles of Incorporation shall be given to each member entitled to vote thereon. This notice requirement shall be satisfied by mailing notice to each member and through publication in a locally-distributed newspaper at least ten (10) days prior to the meeting.

(C) The proposed amendment(s) to the Articles of Incorporation shall be adopted upon receiving the affirmative vote of the majority of the votes cast by the members who attend such meeting.

ARTICLE IX

The assets and income of this corporation not for profit shall be used to promote its purposes. No dividend shall be paid and no part of the income of this corporation shall be distributed to its


members. Upon dissolution or final liquidation of this corporation, distributions may be made to its members as permitted by the Court having jurisdiction.

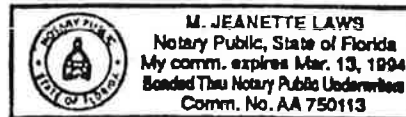
IN WITNESS WHEREOF, we have made and subscribed these Articles  
of Amendment of <sup>The</sup> Pace Water System, Inc. this 26 day of February, 1992.

  
HAROLD COOLEY, President

STATE OF FLORIDA  
COUNTY OF SNATA ROSA

The foregoing instrument was acknowledged before me this 26 day of February, 1992, by Harold Cooley, as President of ~~Pace Water System, Inc.~~ The Pace Water System, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me or has produced N/A as identification and did not take an oath.

  
Notary Public  
My commission expires: 3-13-94  
Commission No. \_\_\_\_\_



# 708129

ARTICLES OF AMENDMENT

OF

THE PACE WATER SYSTEM, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation is **THE PACE WATER SYSTEM, INC.**

On October 12, 1993, the members of **THE PACE WATER SYSTEM, INC.** adopted the following Amendments to the Articles of Incorporation of **THE PACE WATER SYSTEM, INC.**, as previously amended, as set forth in these Articles of Amendment, and the number of votes cast by the members for these amendments was sufficient for approval.

The amendments to the Articles of Incorporation of **THE PACE WATER SYSTEM, INC.** approved by the members on October 12, 1992, are as follows:

(a) Article V of the Articles of Incorporation of **THE PACE WATER SYSTEM, INC.**, as previously amended, is hereby deleted in its entirety.

(b) The following shall be the text of Article V of the Articles of **THE PACE WATER SYSTEM, INC.**, as previously amended:

ARTICLE V

The affairs of this corporation are to be managed by a Board of Directors of not less than three (3) nor more than nine (9) members. The number of directors shall be determined by the bylaws. They shall be elected by the members and shall hold office for two (2) years as outlined in the bylaws.

(c) All other provisions of the Articles of Incorporation of PACE WATER SYSTEM, INC., as previously amended not specifically deleted or changed in this amendment, shall remain in full force and effect and shall not be changed.


IN WITNESS WHEREOF, we have made and subscribed these Articles of Amendment of THE PACE WATER SYSTEM, INC. this 12<sup>th</sup> day of October, 1993.

Sue Pardue  
Sue Pardue, President of The  
Pace Water System, Inc.

James B. White  
James White, Secretary of The  
Pace Water System, Inc.


STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of OCTOBER, 1993, by Sue Pardue, as President of THE PACE WATER SYSTEM, INC. a Florida corporation, on behalf of said corporation. She is personally known to me or has produced FDLICENSE as identification.

Teddy G. Dotson Sr.  
Notary Public  
My commission expires: \_\_\_\_\_  


STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of OCTOBER, 1993, by James White, as Secretary of THE PACE WATER SYSTEM, INC. a Florida corporation, on behalf of said corporation. He is personally known to me or has produced FLORIDA DL as identification.

Teddy G. Dotson Sr.  
Notary Public  
My commission expires: \_\_\_\_\_  


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**BYLAWS**

**PACE WATER SYSTEM, INC.**

**OCTOBER 12, 1993**

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**BYLAWS OF PACE WATER SYSTEM, INC.**

**ARTICLE I**

**General Purposes:**

The purposes for which this Corporation is formed, and the powers it may exercise are set forth in the Articles of Incorporation of this Corporation.

**ARTICLE II**

**Name and Location:**

Section 1: The name of this Corporation is Pace Water System, Inc.

Section 2: The principal office of this Corporation shall be located within the water Franchise area of the Pace Water System, Inc. County of Santa Rosa, State of Florida. This Corporation may maintain branch offices as deemed necessary by the Board of Directors.

**ARTICLE III**

**Seal:**

Section 1: The seal of this Corporation shall have inscribed thereon the name of this Corporation and the year of its organization, and shall contain the words, "Corporation Not For Profit."

Section 2: The secretary shall have custody of the seal.

Section 3: The seal may be used by causing it to be impressed or affixed.

**ARTICLE IV**

**Fiscal Year:**

The fiscal year of this Corporation shall begin the first day of January.

ARTICLE V

Membership:

- Section 1: Membership shall be granted to those persons who have:
- A: Applied for and who have been approved for services from the Pace water system, Inc.
  - B: Signed appropriate agreements and paid required deposits as determined by the Board of Directors.
- Section 2:
- A. A person desiring the services of this Corporation will be required to sign a Customer Agreement and pay a refundable Meter Deposit based on rates set by the Board of Directors.
  - B. A one-time non-refundable tap-on fee will be paid when initial services to a given location (residence, store, etc.) are requested. This fee to be set by the Board of Directors.
  - C. One vote may be exercised by a member for each serviced location. When more than one member owns or resides at a serviced location the vote for each serviced location shall be exercised as they determine, but in no event shall more than one vote be cast for each serviced location. Each water tap for which a separate tap-on fee has been paid shall be considered a separate serviced location. Each membership will represent one vote.
  - D. If any adult child (18 years or older) resides with a parent(s) who is a member, the parent may designate this adult child to vote on his/her behalf. Proper notification must be given to this Corporation. The notice must be on file at this Corporation's main office no later than fifteen (15) days prior to an election.
  - E. When a member ceases to purchase the services of this corporation, the membership shall be deleted from the Membership Book.

- F. In arrears shall be defined as usage charges billed to a member and unpaid sixty (60) days after the date of the invoice. The Membership of a member in arrears shall be removed from this Corporation's current records and placed in delinquent records until such usage charges have been paid and the account brought up to date. The Board of Directors shall establish any fees involved in re-establishing the Membership in this Corporation's current records. All membership rights shall be denied until re-established in this Corporation's current records.
- G. If a member fails to be eligible for membership or willfully fails to comply with the Bylaws and/or Rules and Regulations of this Corporation, the Board of Directors may terminate the membership by resolution. Any member so terminated may appeal the action to the Board of Directors.
- H. Only current members in good standing may qualify to be elected to the Board of Directors of this Corporation.
- I. There shall be no membership dues as such.
- J. All members who cast a vote must be at least 18 years old.
- K. No member shall be allowed to cast more than one vote regardless of the number of separate serviced locations that member has purchased services for.

#### ARTICLE VI

##### Membership Records:

Section 1: This Corporation shall not have capital stock, but its capital shall be represented by membership recorded in accordance with the Florida Statutes.

Section 2: All memberships shall be numbered consecutively and recorded in a permanent Membership Book or alternative record system.

ARTICLE VII

Elections:

Section 1: The Annual Election of the Board of Directors when required shall be held on the third (3rd) Thursday of February.

Section 2: Voting shall be at the main corporate office from 7:00 A.M. to 7:00 P.M.

Section 3: Qualification of candidates for the Board of Directors are:

- A. They must fulfill membership requirements as per Article Five (5) of the Bylaws and reside in the District they wish to represent.
- B. All candidates applying (including incumbents) shall present notification of intent endorsed by five sponsoring members.
- C. No employee of this Corporation shall be eligible to serve on the Board of Directors.
- D. Candidate applications must be personally filed at the main corporate office no later than thirty (30) days prior to the election.
- E. If only one candidate application is received for a District, he/she is automatically elected.
- F. If required three candidates shall be elected annually to the Board, one from each district. Each new member elected shall serve a term of two (2) years.
- G. In case of a tie in any District the candidates involved shall cast lots to be supervised by the election official.
- H. The franchise area shall remain in three Districts. The three Districts shall be reviewed every two (2) years to maintain population balance.

Section 4: The three newly elected Directors and the three (3) remaining Board members shall elect President, Vice President, Secretary and Treasurer, from among the Board, to be announced at the Annual Meeting of Members. Those officers shall constitute the Executive Board for the ensuing year.

ARTICLE VIII

Meetings:

Section 1: Annual Meeting of Members:

- A. The Annual Meeting of Members shall be held at a designated place and time on the fourth (4th) Thursday in February.
- B. The Members of this Corporation shall be given notice of the Annual Meeting of Members by a notice published in a locally distributed newspaper not more than thirty (30) days nor less than ten (10) days prior to the meeting. Members will also be informed via a notice printed on their January bills.
- C. Thirty-Five (35) members (including available Board Members) must be present to constitute a quorum for purposes of conducting business at the Annual Membership Meeting.
- D. Annual election results will be announced to the members.
- E. Announcement will be made of the newly elected Executive Officers
- F. Cancellation or postponement of the Annual Meeting of Members must be done by giving members a minimum of ten (10) days advance notice by mail.

Section 2: Monthly Board Meeting:

- A. The Monthly Board Meeting shall be held on the second (2nd) Tuesday of each month.
- B. Members of this Corporation will be given notice of the Monthly Board Meeting by a notice printed on the bill and/or by an advertisement placed in a locally distributed newspaper.
- C. Four (4) Board Members (including at least two Executive Officers) must be present to constitute a quorum.
- D. Cancellation or postponement of the Monthly Board Meeting must be done by giving members not less than five (5) days advance notice in a locally distributed newspaper.
- E. Members are entitled to submit business for consideration at the Monthly Meetings. To appear on the agenda of the Monthly Meeting, a member must give at least five (5) days notice at this Corporation's main office in Pace.

**ARTICLE VIII CON'T - Meetings**

**Section 3: Special meeting of the Board:**

- A. Special meetings of the Board of Directors may be called as needed. A minimum of three days notice shall be given each member. The senior office holder present at any Special Board Meeting shall insure the minutes reflect the efforts made to inform each Board Member of the Special Board Meeting. To transact any business at the Special Board Meeting requires the presence of at least four (4) Board Members two of whom must be officers.
- B. Any action taken by the Board between Monthly Meetings shall be ratified at the next Monthly Meeting.

**Section 4: Executive Board Meeting:**

- A. The Executive Board Meetings shall meet not less than once a quarter.
- B. Members of the Executive Board shall be given three (3) days notice prior to a meeting. (Except in emergency cases).
- C. Three (3) Executive Board Members must be present to constitute a quorum.

**Section 5: Special Meetings of Members:**

- A. Special Meetings of Members shall be held at this Corporation's office in Pace or at a designated place.
- B. Special Meetings of Members shall be called when a petition signed by at least ten percent (10%) of the members is received by the Secretary. A meeting must be called within thirty (30) days of receiving a petition.
- C. Thirty-Five (35) members (including available Board Members) must be present to constitute a quorum.
- D. The members of this Corporation shall be given notice of a Special Meeting through a notice published in a locally distributed newspaper and/or by mail at least ten (10) days in advance of the meeting. The topic shall be clearly stated and will be the only topic discussed.

ARTICLE IX

Order of Business:

Section 1: Robert's Rules of Order shall be the Parliamentary Procedure used at all meetings.

Section 2: Annual Meeting of Members:  
a. Call meeting to order.  
b. Verify quorum and announce.  
c. Read and approve minutes.  
d. Election results.  
e. Announcement of Executive Officers.  
f. Annual reports.  
g. Unfinished business.  
h. New Business.  
i. Adjournment.

Section 3: Monthly Board Meetings:

a. Call meeting to order.  
b. Verify quorum and announce.  
c. Read and approve minutes.  
d. Action on pre-approved requests for recognition.  
e. Ratification of action taken since prior meeting.  
f. Reports from:  
1. Officers  
2. Executive Committee  
3. Standing Committees  
4. Special Committees  
g. Unfinished business.  
h. New Business.  
i. Adjournment.

Section 4: Special Meetings:

a. Call meeting to order.  
b. Verify quorum and announce.  
c. Stated business.  
d. Adjournment.

ARTICLE X

Directors and Officers:

Section 1: The Board of Directors of this Corporation shall consist of six (6) elected members as outlined in Article VII - "Elections".

Section 2: In the event of a vacancy on the Board of Directors, at the next Monthly Meeting, the remaining Directors shall appoint a successor, from the same District to complete the term.

Section 3: Directors and Officers may be removed from office as follows:

ARTICLE X CON'T - Directors and Officers

- A. Removal of a Director by the Board:  
Written legitimate charges presented at a Special Meeting of the Board called by the Executive Board and/or Directors. The Board of Directors shall vote whether or not to proceed with removal action. A majority vote decides. A Special Meeting of the Members shall be called as outlined in Article VIII, Section 4 of the Bylaws (Special Meeting of the Members).
  - B. Removal of a Director(s) by the Members:  
A petition signed by at least ten percent (10%) of the members and fulfilling the requirements in Article VIII, Section 4, Paragraph "B" of the Bylaws. Separate petitions must be filed for each Director. Upon verification of the signatures by the Corporation's Secretary, the President shall call a Special Meeting of the Members as provided in Article VIII, Section 4. A majority vote of the members present will decide.
  - C. If a Director of the Board is absent from three (3) consecutive scheduled regular monthly meetings without an acceptable reason, he/she shall be removed. The Board, by a majority vote, shall determine the justification of the absence.
  - D. A Director of the Board who moves out of the Corporation's franchise area and/or District shall be removed.
- Section 4: The Officer or Director against whom such legitimate charges have been presented shall receive written notice at least fifteen (15) days prior to the Special Meeting.
- Section 5: If the removal of a Director and/or Officer is successful, Article X, Section 2 will apply to appoint a successor.

ARTICLE XI

Duties of the Board:

- Section 1: The Board of Directors shall be subject to and exercise all duties as required by local, state, and federal laws and regulations and this Corporation's Articles of Incorporation and these Bylaws. The Board of Directors shall have power and authority to exercise the following:
- A. Accept qualified applications for membership as submitted by the Manager at each Monthly Meeting.
  - B. Approve, by majority vote, the number of employees, including managers and supervisors, to assure continuous business operation and control.



ARTICLE XI CON'T- Duties of the Board

- C. Approve professional services recommended by the Manager and/or a Committee.
- D. Authorize employment duties, compensation and termination of all employees.
- E. Set all fees, rates and charges as deemed appropriate.
- F. To borrow money, goods and/or services, issue notes and other negotiable and transferable instruments, mortgages, deed of trust, and trust agreements to effectuate the smooth running of this Corporation.
- G. Select and/or change one or more financial institutions to act as depositories of this Corporation's funds. All selected firms must have all monies protected by an agency of the United States of America, such as F.D.I.C. Monies in each firm selected, shall not exceed the federal insured dollar amount.
- H. Approve the next year's budget at the December Monthly Meeting.
- I. Require that all officers, managers, supervisors and any other employee having financial duties be bonded. Bonding shall be an expense of the Corporation.
- J. Order an audit of this Corporation by a Certified Public Accountant. Audit to be yearly or as deemed necessary by the Board of Directors.
- K. Approve necessary expansions and improvements that may be proposed to fulfill this Corporation's obligation to its members.
- L. Allocate utility services as deemed necessary. Notice shall be given to members.
- M. Appoint such committees as may be deemed necessary for the efficient operation of this Corporation.
- N. Approve and/or change, by majority vote, written Standard Rules and Regulations governing the administration and operation of this Corporation.

ARTICLE XII

Duties of Officers:

Section 1: The Executive Board shall ensure compliance of the Bylaws.

Section 2: Duties of President.

The President shall:

- A. Preside over meetings of this Corporation as listed in Article VIII of these Bylaws. In the event he/she is unable to attend, the Vice-President shall preside. If both the President and the Vice-President are absent, the Secretary shall preside.
- B. Ensure that the order of business of all meetings shall be as outlined in Article IX.
- C. Chair the meeting as prescribed in Robert's Rules of Order.
- D. Appoint a Parliamentarian, if necessary to assist with the orderly conduct of meetings.
- E. Not vote on a motion except in the case of a draw in which case the President shall have the tie-breaking vote.
- F. Recommend the formation of various committees and appoint chairpersons for those committees.
- G. Sign such papers and documents of this Corporation as he/she may be authorized and directed to sign by the Board of Directors.
- H. Perform such other duties as may be authorized by the Board of Directors and Standard Rules and Regulations.
- I. Upon the election of a successor, hand over all books and other property belonging to this Corporation that may be in his/her possession.

Section 3: Duties of the Vice-President:

- A. The Vice-President shall:  
Perform the duties normally carried out by the President in his/her absence.
- B. Preside over Standing Committee Meetings.
- C. Upon the election of a successor, hand over all books and other property belonging to this Corporation that may be in his/her possession.

**ARTICLE XII CONT'D - Duties of Officers:**

**Section 4: Duties of the Secretary.**

The Secretary shall:

- A. Keep a permanent record of all the proceedings of this Corporation.
- B. Keep on file all Committee Reports.
- C. Be responsible for the Membership Records.
- D. Make available the minutes and records of this Corporation upon request from members.
- E. Notify officers and committee members of their election or appointment.
- F. Furnish committees with documents required for the performance of their duties.
- G. Be responsible for maintaining permanent record books in which the Articles of Incorporation, Bylaws, Special Rules of Order, Standing Rules and Amendments to such are properly recorded.
- H. Be responsible for notifying members of meetings as outlined in Article VIII.
- I. Sign such documents as may be required by the Board of Directors.
- J. Be responsible for the corporate seal, records of this Corporation and affix the seal to all documents requiring such.
- K. Be responsible for all reports required by law and such duties as may be required by the Board of Directors.
- L. Upon the election of a successor, hand over all books and other property belonging to this Corporation that may be in his/her possession.

**NOTE: ALL PERMANENT RECORDS SHALL BE ON FILE AT THE CORPORATION'S MAIN OFFICE AND AVAILABLE FOR INSPECTION FIVE WORKING DAYS AFTER RECEIPT OF WRITTEN NOTICE.**

**ARTICLE XII CONT'D - Duties of Officers:**

**Section 5: Duties of the Treasurer.**

The Treasurer shall:

- A. Have general charge and supervision of the financial books and records of this Corporation.
- B. Sign such documents as may be required by the Board of Directors.
- C. Upon the election of a successor, hand over all books and other property belonging to this Corporation that may be in his/her possession.

**ARTICLE XIII**

**Responsibilities:**

**Section 1: This Corporation:**  
Shall install, maintain and operate utility services, as available, to the property line of each member of this Corporation. In the case of a new subdivision, the Corporation shall connect to the subdivision infrastructure upon receipt of title and easement to same.

**Section 2: Each member:**  
Shall be responsible for installing and maintaining associated facilities to receive this Corporation's services on his/her property.

**ARTICLE XIV**

**Distribution of Surplus Funds:**

**Section 1:** Any net earnings available at the end of the fiscal year shall be accumulated in a surplus fund. Surplus funds shall be used for expanding and upgrading of services to be determined by the Board of Directors.

**ARTICLE XV**

**AMENDMENTS**

**Section 1.** Amendments to the Bylaws of the corporation may be made as follows:



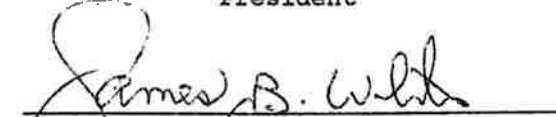


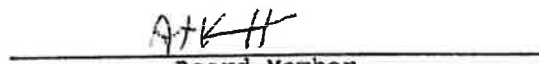


- A: The Board of Directors shall adopt a resolution setting forth the proposed amendment(s), directing that the resolution be submitted to a vote at an annual meeting of the members or at a special meeting of members called for that purpose.

ARTICLE XV CON'T - AMENDMENTS

- B: Notice of the proposed amendment(s) or a summary of the proposed amendment(s) to the Bylaws shall be given to each member entitled to vote thereon. This notice requirement shall be satisfied by mailing a notice to each member and through publication in a locally-distributed newspaper at least ten (10) days prior to the meeting.
- C: The proposed amendment(s) to the Bylaws shall be adopted upon receiving the affirmative vote of the members who attend such meeting.

Section 2: The members shall not have the power to change the purposes of this Corporation so as to decrease its rights and powers under the laws of the State, or to waive any requirements of bond or other provision for the safety and security of the property and funds of this Corporation or its members.

THESE BYLAWS WILL REPLACE ALL PREVIOUS BYLAWS AND AMENDMENTS

 _____ President	 _____ Vice President
 _____ Secretary	 _____ Treasurer
 _____ Board Member	 _____ Board Member
 _____ Board Member	_____ Board Member
 _____ Board Member	

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PACE PROPERTY FINANCE AUTHORITY, INC., a corporation organized under the Laws of the State of Florida, filed on March 16, 1990, as shown by the records of this office.

The document number of this corporation is N37125.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
16th day of March, 1990.



Jim Smith  
Secretary of State