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Kenneth Gillespie, C.P.A., P. A.

Certified Public Accountant

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April 8, 2000

300003209983-7
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****122.50 ****78.75

Secretary of State
Corporation Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 APR 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please see the enclosed original and copy of the Articles of Incorporation for:

Joseph W. Lawless, Inc.

Also enclosed is our check in the amount of \$122.50 to cover the charges of the Incorporation of said company.

If there are any questions regarding this application, please call us at the number listed above.

Sincerely,

Kenneth Gillespie
Kenneth Gillespie, C.P.A., P.A.

enclosures: Articles of Incorporation in duplicate
Check in the amount of \$122.50

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of the corporation shall be: **Joseph W. Lawless, Inc.**

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is allowed to have outstanding at any one time is 100 shares of Common Stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00)

ARTICLE V, TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

16672 -- 78th Drive, North
Palm Beach Gardens, FL 33418

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

00 APR 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the Initial Director of this Corporation is:

Joseph W. Lawless
16672 -- 78th Drive, North
Palm Beach Gardens, FL 33418

ARTICLE VIII, INCORPORATORS

The name(s) and address(es) of the incorporators:

Joseph W. Lawless
16672 -- 78th Drive, North
Palm Beach Gardens, FL 33418

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X, AMENDMENTS

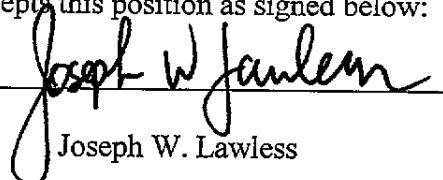
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The registered agent, Joseph W. Lawless, located at 16672 -- 78th Drive, North, Palm Beach Gardens, FL 33418, accepts this position as signed below:



Joseph W. Lawless

The Registered Office will be located at:

16672 -- 78th Drive, North
Palm Beach Gardens, FL 33418

00 APR 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator, has hereunto set my hand and seal this _____ day of _____, 2000 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the Office of The Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

Joseph W Lawless
Joseph W. Lawless, Incorporator

State of Florida)
) ss.:
County of Palm Beach)

The foregoing instrument was acknowledged before me this

_____ day of _____, 2000 by

who is personally known to me or who has produced

_____ as identification.

Notary Public, State of Florida
Kenneth Gillespie