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G&K

Greenstein & King
Certified Public Accountants
Accounting • Tax • Business Services

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Boca Raton, FL 33433
(561) 368-5511 • (561) 368-6224

December 14, 2000

Secretary of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Southworth, Inc.

900003503729-1
-12/18/00-01075-008
*****78.75 *****78.75

To Whom It May Concern:

Enclosed herein please find original and two copies of the Articles of Incorporation regarding the above-captioned matter. Please file the original corporation papers and return one certified copy to our office.

Also enclosed please find a check in the amount of \$78.75 to cover the cost of filing and obtain a certified copy. I have also enclosed a stamped self-addressed return envelope for your convenience.

Thank you,

Sincerely yours,

GREENSTEIN & KING, CPA'S

Enclosure

FILED
00 DEC 18 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHWORTH, INC.

FILED
00 DEC 18 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

Article I

NAME OF CORPORATION

The name of the corporation shall be Southworth, Inc.

Article II

NATURE OF BUSINESS

The purpose for which the corporation is organized is all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Article III

TERM OF EXISTENCE

The corporation is to exist perpetually.

Article IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) of the par value of One Dollar and No/100ths (\$1.00) each.

Article V

REGISTERED AGENT/REGISTERED OFFICE

The name of its initial registered agent is Andrew Southworth, and the street address of its initial principal office and registered office is 8676 Windy Circle, Boynton Beach FL. 33437.

Article VI

OFFICERS AND DIRECTORS

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Andrew Southworth
8676 Windy Circle
Boynton Beach, FL -33437

President

Andrea Southworth
8676 Windy Circle
Boynton Beach, FL 33437

VicePresident

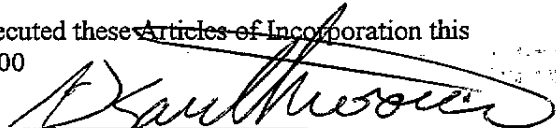
Article VII

INCORPORATORS

The name and address of the incorporator is:

Andrew Southworth
8676 Windy Circle
Boynton Beach, FL 33437

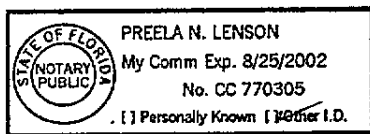
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 14 Day of December, 2000



Andrew Southworth

STATE OF FLORIDA
COUNTY OF

Before me, a notary public, on this day personally appeared Andrew Southworth known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 14 day of December, 2000




Notary Public,
State of Florida
8/25/2002

My Commission Expires

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

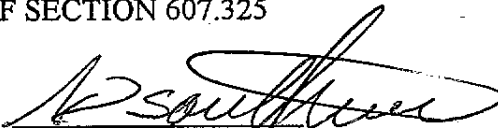
1. The name of the corporation is Southworth, Inc.
2. The name and address of the registered agent and office is :

Andrew Southworth
8676 Windy Circle
Boynton Beach, FL 33437

FILED
00 DEC 18 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ANDREW SOUTHWORTH
12/14/2000
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Andrew Southworth
Registered Agent
12/14/2000
Date