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March 15, 2002

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

Re: Churchill Partners, Inc.  
Our File No. 19054.1

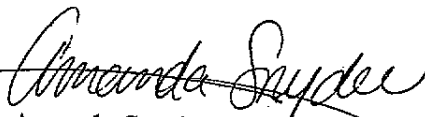
Gentlemen/Ladies:

I enclose for filing Articles of Incorporation on behalf of the above Corporation, along with our check in the amount of \$122.50 to cover the filing fee.

I have provided a return trip federal express envelope for your convenience in returning the acknowledgment to me.

Please call me if you have any questions.

Sincerely,

  
Amanda Snyder  
Legal Assistant

EFFECTIVE DATE  
03-15-02

Enclosures

*call when filed*

400005113164--3  
-03/18/02-01051-003  
\*\*\*122.50 \*\*\*78.75

W02-8439  
G/S/22

MAR-27-21

**RELEASE OF CORPORATE NAME**


I, Peter Peterson, having no further use of the name "Churchill Partners, Inc." hereby release the name of "Churchill Partners, Inc." to Steven W. Jacobson, Esq. for incorporation on behalf of his clients.

FILED  
02 MAR 18 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTEST:

CHURCHILL PARTNERS, INC.

  
Peter Peterson, Secretary

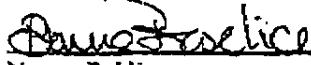
  
Peter Peterson, President

STATE OF <sup>New York</sup> FLORIDA )  
COUNTY OF <sup>New York</sup> ) ss:

I hereby certify that on this 27 day of March 2003 before the undersigned, a Notary Public of and for the State and County aforesaid, personally appeared Peter Peterson, a person known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

EFFECTIVE DATE  
03-15-04

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
Notary Public

My commission expires: 4/10/03

DONNA BASELICE  
Notary Public, State of New York  
No. 01BA5041805  
Qualified in New York County  
Commission Expires April 10, 03

**ARTICLES OF INCORPORATION  
OF  
CHURCHILL PARTNERS, INC.**

FILED  
02 MAR 18 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Churchill Partners, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: CHURCHILL PARTNERS, INC.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation shall be effective March 15, 2002.

**ARTICLE III - DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV - PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal and initial registered office of the Corporation is 7900 Dorchester Road, Boynton Beach, FL 33437, and the name of the Corporation's initial registered agent at that address is Eileen Rothman.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

**EFFECTIVE DATE**  
03-15-02

The Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial directors of the Corporation shall be Nancy S. Jacobson and Ileana S. Rothenthal who shall serve in such capacity until the first annual meeting of the stockholders, or until their successors are duly elected and qualified.

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Steven W. Jacobson, Esq.


West & Feinberg, P.C.  
4550 Montgomery Avenue  
Suite 775N  
Bethesda, Maryland 20814

#### **ARTICLE IX - INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

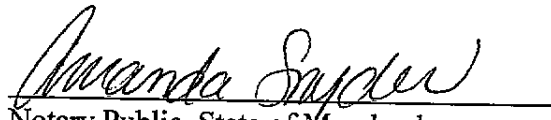
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of March, 2002.

  
\_\_\_\_\_  
Steven W. Jacobson, Incorporator

STATE OF MARYLAND            )  
  )  
COUNTY OF MONTGOMERY    )    SS:

Before me, the undersigned authority, personally appeared Steven W. Jacobson, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

**WITNESS** my hand and official seal at Bethesda, Montgomery County, Maryland this 15<sup>th</sup> day of March, 2002.

  
\_\_\_\_\_  
Notary Public, State of Maryland  
at Large


My Commission Expires:

Amanda K. Snyder, Notary Public  
Howard County  
State of Maryland  
My Commission Expires Apr. 28, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That Churchill Partners, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Boynton Beach, State of Florida, has named Eileen Rothman, who resides at 7900 Dorchester Road, Boynton Beach, Florida 33437, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Steven W. Jacobson, Incorporator

8/15/02  
Date

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Churchill Partners, Inc. in the foregoing Articles of Incorporation I, on behalf of Churchill Partners, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

CHURCHILL PARTNERS, INC.

*Eileen Rothman*

Eileen Rothman

\\MASTERS\ARTICLES\FL.REG

FILED  
02 MAR 18 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA