

997000074443

HOWLAND ENTERPRISES, INC

1237 West 22nd Street
Orlando, Florida 32805

20 August, 1997

Florida Department of State
Division of Incorporation
PO Box 6327
Tallahassee FL 32314

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-08/26/97--01071--006
****122.50 ****122.50

Dear Sirs:

I, Rob W. Howland, do hereby accept the responsibilities and liabilities accompanied by the title of registered agent for the above named corporation.

Please accept the enclosed Articles of Incorporation and my application for incorporation in the State of Florida.

Thank you in advance for your cooperation in this matter.

Respectfully,
HOWLAND ENTERPRISES, INC

AUG 27. BSB

Rob W. Howland

Rob W. Howland
President

FILED
97 AUG 26 PM 1:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
HOWLAND ENTERPRISES, INC**

the undersigned incorporator makes, subscribes, acknowledges the files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is:

HOWLAND ENTERPRISES, INC

ARTICLE II

Terms of Existence

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

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

ARTICLE IV

Capital Structure

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$.10 per share. Each of the said share of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for an shall be non-assessable.

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STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Rob W. Howland. The street address of the initial registered and principal office of this corporation, which is identical with the business office of the registered agent, is 1237 W. 22nd Street, Orlando, Florida 32805. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders of until their successors are elected and qualified, or until their resignation, removal from office or death are:

<u>Name</u>	<u>Street Address</u>
Rob W. Howland	PO Box 303 Killarney, Florida 34740

ARTICLE VIII

Incorporator

The name and street address of the incorporator is:

Rob W. Howland	1237 W. 22 nd Street Orlando, Florida 32805
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ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority of vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporation has executed these Articles of Incorporation the 15th day of August 1997.

Rob W. Howland

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Rob W. Howland to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 15th day of August 1997.

Cindy L. Smith
Notary Public
State of Florida at large



"OFFICIAL SEAL"
Cindy L. Smith
My Commission Expires 2/7/99
Commission #CC 437642

My Commission Expires: 2-7-99

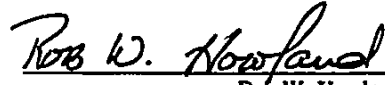
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That Howland Enterprises, Inc, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, 1237 W. 22nd Street, State of Florida, has named Rob W. Howland located at 1237 W. 22nd Street, Orlando, Florida 32805 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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.


Rob W. Howland
Dated: 15 August 1997


STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Rob W. Howland to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expresses.

WITNESS my hand and official seal in the county and state named above this 15th day of August 1997.



"OFFICIAL SEAL"
Cindy L. Smith
My Commission Expires 2/7/99
Commission #CC 437842


Notary Public
State of Florida at large

My commission Expires: 2/7/99

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TALLAHASSEE STATE
TALLAHASSEE FLORIDA