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Bruce D. Green, P.A.
ATTORNEY AT LAW

December 31, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 3:35

Re: NORTHWESTERN INVESTMENTS, INC.
Articles of Incorporation

To Whom It May Concern:


Enclosed herein you will find the original and one (1) copy of the Articles of Incorporation regarding the above named, along with my trust account check in the amount of \$122.50 as and for filing fees due in this regard.

Please process this at your earliest opportunity and return the acknowledgment of filing to me in the enclosed envelope.

Thank you.

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-01/05/99--01050--005
122.50 *78.75

Very truly yours,


Bruce David Green

BDG:jdf
Enclosures

ARTICLES OF INCORPORATION
OF
NORTHWESTERN INVESTMENTS, INC.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

99 JAN -5 PM 3:35

THE UNDERSIGNED, acting as Incorporator of a corporation, under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such Corporation:

1. The name of this Corporation is **NORTHWESTERN INVESTMENTS, INC.**

2. The period of duration of the Corporation is perpetual.

3. The purpose(s) for which the Corporation is organized is to engage in any activity or business permitted under the Laws of the State of Florida.

4. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock, all of one class, having a Par Value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.


5. The address of the initial registered office of the corporation is 1020 Northwest 62nd Street, Fort Lauderdale, FL, 33309, and the name of the initial Registered Agent at such address is Keely Whittington.

6. The number of Directors constituting the initial Board of Directors of such Corporation is One (1), whose name and Address is Keely Whittington, 1020 Northwest 62nd Street, Fort Lauderdale, FL, 33309.

7. The name and Address of the Incorporator is Bruce D. Green, 600 South Andrews Avenue, Suite 400, Ft. Lauderdale, Florida 33301.

8. These Articles of Incorporation may be Amended in the manner provided by Law. Each Amendment shall be approved by the Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stockholders entitled to vote thereon, unless all Directors and all stockholders sign a written instrument manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

DATED at Fort Lauderdale, Broward County, Florida, this 31 day of December, 1998.



Bruce D. Green

A F F I D A V I T

STATE OF FLORIDA :

ss.

COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared Bruce D. Green, to me well known as the person described in and who subscribed to the above and foregoing Articles of Incorporation, who being by me first duly sworn and cautioned, deposes and otherwise states: That he has read the same, knows and understands the contents thereof, and that he executed the same as his free act and deed for the purposes therein set forth and expressed.

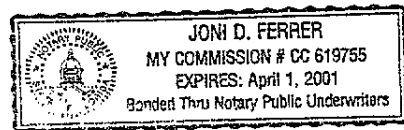
SWORN TO AND SUBSCRIBED before me in the State and County aforesaid this 31 day of December, 1998.

Joni D. Ferrer

NOTARY PUBLIC
State of Florida at Large

My commission expires:

- () Personally Known, or
() Provided Photographic I.D.



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

IN COMPLIANCE With sections 48.091 and 607.034, Florida statutes, the following is submitted:

THAT, NORTHWESTERN INVESTMENTS, INC., under the Laws of the State of Florida, with its initial principle office at 1020 Northwest 62nd Street, Fort Lauderdale, FL, 33309, as indicated in the Articles of incorporation, and has named Keely Whittington, located at 1020 Northwest 62nd Street, Fort Lauderdale, FL, 33309, as its Agent to accept Service of Process within the State of Florida.


DATED this 31 day of December, 1998.

INCORPORATORS AND DIRECTORS
PER AND OF ARTICLES OF
ARTICLES OF INCORPORATION:

By: 
Bruce D. Green

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 pertaining to the proper and complete performance of my duties.

DESIGNATION ACCEPTED:

By: 
Keely Whittington

99 JAN -6 PM 3:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS