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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PEABODY & ASSOCIATES, INC.

AUDIT NUMBER.....H98000005002

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

PEABODY & ASSOCIATES, INC., a Florida Corporation

ARTICLE I

The name of this Corporation is: PEABODY & ASSOCIATES, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared by:

Mark B. Goldstein, Esquire
2255 Glades Road, Suite 236W
Boca Raton, Florida 33431
(561) 995-9350
Florida bar No. 705276

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: **2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431**, and the name of the initial registered agent of this Corporation at that address is: **MARK B. GOLDSTEIN**, and the principal place of business of the Corporation is: **2100 NE 17TH TERRACE, FORT LAUDERDALE, FL 33305**.

ARTICLE IX

This Corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

JAMES C. PEABODY
2100 N.E. 17TH TERRACE
FORT LAUDERDALE, FL 33305

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

JAMES C. PEABODY
2100 NE 17TH TERRACE
FORT LAUDERDALE, FL 33305

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ARTICLE XI.
AMENDMENT:

This Corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ___ day of March, 1998.

PEABODY & ASSOCIATES, INC., a
Florida Corporation

BY: *James C. Peabody*
JAMES C. PEABODY, Incorporator

STATE OF FLORIDA :

:SS

COUNTY OF PALM BEACH :

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared JAMES C. PEABODY, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 13 day of March, 1998, in the County and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission GC528542
Expires Jan. 29, 2000

Angela Warshefski
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT PEABODY & ASSOCIATES, INC., A FLORIDA CORPORATION DESIRING
TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT: 2100
NE 17TH TERRACE, FORT LAUDERDALE, FL 33305, HAS NAMED: MARK B.
GOLDSTEIN, 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PEABODY & ASSOCIATES, INC., a
Florida Corporation

BY: James C. Peabody
JAMES C. PEABODY, DIRECTOR

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 FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

BY: Mark B. Goldstein
MARK B. GOLDSTEIN
Dated:

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer
oaths and to take acknowledgments, personally appeared JAMES C. PEABODY and MARK B.
GOLDSTEIN, known to me to be the person described in and who executed the foregoing
instrument, who acknowledged before me that he executed the same, that I relied upon the following
form of identification of the above-named person; Florida Drivers License and that an oath was not
taken.

WITNESS my hand and official seal, this 13 day of March 1998, in the County and
State aforesaid.



ANGELA CATHERINE WARSHEFSKY
My Commission CC528542
Expires Jan. 29, 2000

Angela Warshefsky
NOTARY PUBLIC, STATE OF FLORIDA

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