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ACCOUNT NO. : 072100000032

REFERENCE : 538828 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -5 PM 1:59

ORDER DATE : January 5, 2000

ORDER TIME : 11:32 AM

ORDER NO. : 538828-005

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.O. Box 4550

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-01/05/00--01065--004
*****78.75 *****78.75

Jacksonville, FL 32201

DOMESTIC FILING

NAME: WINWARD ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
00 JAN -5 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/15/00

EFFECTIVE DATE

01/04/00

**ARTICLES OF INCORPORATION
OF**

WINWARD ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN -5 PM 1:59

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **Winward Associates, Inc.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201, and the name of the initial registered agent of this corporation at that address is Frank J. Yong.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is:

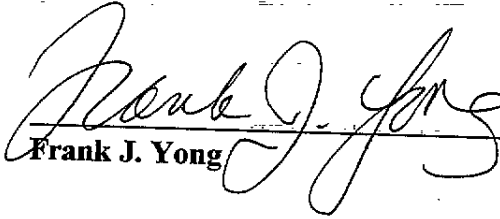
Frank J. Yong, 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

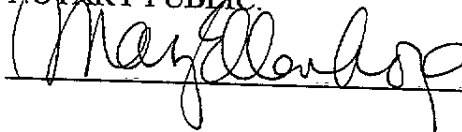
IN WITNESS WHEREOF, the Incorporator has executed these Articles the 4th day
of January, 2000.


Frank J. Yong

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of January, 2000, by
Frank J. Yong, who is personally known to me and who took an oath.

NOTARY PUBLIC:





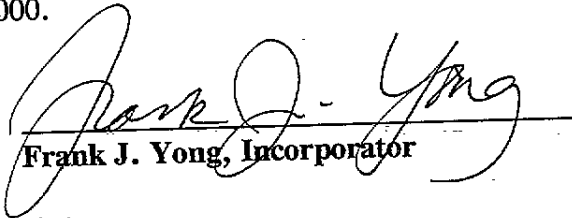
Mary Ellen Long
MY COMMISSION # CC755132 EXPIRES
October 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

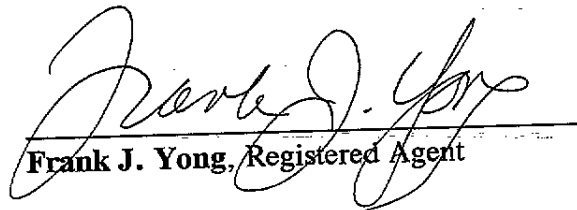
Winward Associates, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates **Frank J. Yong** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201**.

DATED this 4th day of January, 2000.


Frank J. Yong, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 4th day of January, 2000.


Frank J. Yong, Registered Agent

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