

**P0000053731**  
KNECHT & KNECHT  
ATTORNEYS

SUITE 210  
1450 MADRUGA AVENUE  
CORAL GABLES, FLORIDA 33146  
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May 24, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
00 MAY 25 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: The Mallory Group, Inc.

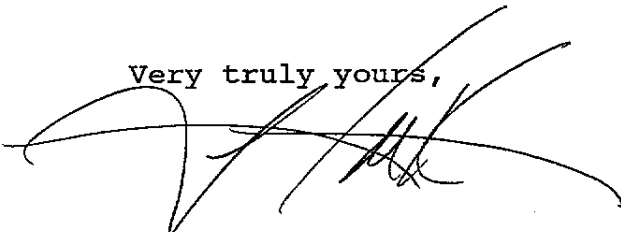
Dear Sir:

Enclosed are original and copy of Articles of Incorporation of The Mallory Group, Inc., together with check in the amount of \$122.50 for filing same.

A stamped, self-addressed envelope is enclosed for return of certified copy of the Articles.

Thank you.

Very truly yours,



STEPHEN M. KNECHT

SMK/mbh

Enclosures

S. Thompson JUN 05 2000

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\*\*\*\*122.50 \*\*\*\*\*78.75

ARTICLES OF INCORPORATION  
OF  
THE MALLORY GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is THE MALLORY GROUP, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act and the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with \$1.00 par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT  
AND CORPORATE MAILING ADDRESS

The address of the initial registered office of this corporation is 1450 Madruga Avenue, Suite 404, Coral Gables, Florida 33146 and the initial registered agent at that address is Stephen M. Knecht, Esq. The corporation's mailing address is 1450 Madruga Avenue, Suite 404, Coral Gables, Florida 33146.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two (2) Directors nor more

than five (5). The names and addresses of the initial Board of Directors of the corporation are:

Stephen M. Knecht, Esq.  
1450 Madruga Avenue, Suite 404  
Coral Gables, Florida 33146

Clark Galen  
1450 Madruga Avenue, Suite 404  
Coral Gables, Florida 33146

#### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Stephen M. Knecht, Esq.  
1450 Madruga Avenue, Suite 404  
Coral Gables, Florida 33146

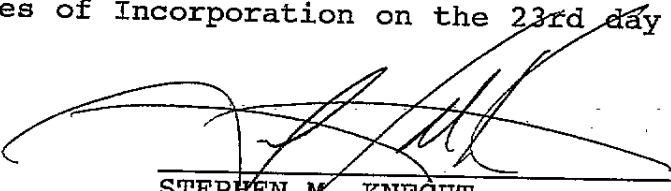
#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 23rd day of May, 2000.

  
\_\_\_\_\_  
STEPHEN M. KNECHT

STATE OF FLORIDA,       )  
                                  ) ss:  
COUNTY OF MIAMI-DADE )

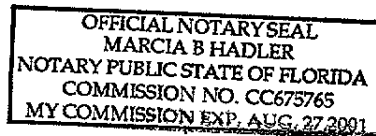
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BEFORE ME, the undersigned authority, personally appeared  
STEPHEN M. KNECHT, personally known to me, who, being first duly  
sworn, deposes and says that he has executed the foregoing  
Articles of Incorporation for the purposes therein expressed.

Marcia B. Hadler  
Notary Public

MARCIA B. HADLER  
(Printed Name of Notary Public)

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

I, STEPHEN M. KNECHT, ESQ., hereby accept the foregoing  
appointment as registered agent for THE MALLORY GROUP, INC.

Dated this 23rd day of May, 2000.

[Signature]  
STEPHEN M. KNECHT