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FILED
00 AUG 28 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 24, 2000

Secretary
Department of State
Division of Corporations
Corporate Formation Department
P.O. Box 6327
Tallahassee, FL 32314

400003374994--2
-08/28/00-01111-004
*****70.00 *****70.00

Dear Secretary,

Enclosed are an original and two copies the Articles of Incorporation for **McDougall Sales, Incorporated** together with a check from James A. McDougall in the amount of \$70 for payment of the \$35 fee to file the Articles to form the corporation and the \$35 fee for the designation of the registered agent.

Please return a copy of the Articles and your acknowledgement to evidence the formation of the corporation to me. No certification of the articles is requested.

Very truly yours,



William Sumner Scott
For the Firm

WSS:lf

cc: James A. McDougall

William Scott GAVE
AUTHORIZATION BY PHONE TO
CORRECT Director's address
DATE 8/30
DOC. EXAM. 82B

82B
8/30

**ARTICLES OF INCORPORATION
OF
McDOUGALL SALES, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby submits these Articles of Incorporation to be effective on the date they are accepted by the State of Florida forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **McDougall Sales, Incorporated**. The principal place of business of this corporation shall be 106 Commerce Way, Suite B-2, Jupiter, FL 33458.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that 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.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 106 Commerce Way, Suite B-2, Jupiter, FL 33458 and the name of the registered agent of the corporation at that address is James A. McDougall.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one Directors, James A. McDougall. The affairs of the Corporation will be managed by the Board of Directors as provided by the Bylaws.
106 Commerce Way, Suite B-2, Jupiter, FL 33458.

**ARTICLE VII. SPECIAL AUTHORITY OF BOARD OF DIRECTORS AND WAIVER OF
DISSENTERS RIGHTS**

The Board of Directors shall be and are hereby authorized to enter into on behalf of the corporation and to bind the corporation without shareholder approval, any and all acts approving (a) the

terms and conditions of a merger and/or a share exchange; and (b) divisions, combinations and/or splits of shares of any class or series of stock of the corporation, whether issued or unissued, with or without any change in the number of authorized shares; and shareholders affected thereby, shall not be entitled to dissenters rights with respect thereto under any applicable statutory dissenters rights provisions.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

James A. McDougall, 106 Commerce Way, Suite B-2, Jupiter, Florida 33458.

ARTICLE IX. EFFECTIVE DATE

The corporation shall commence its existence on the date these articles are accepted and filed by the Florida Department of State, Division of Corporations.

ARTICLE X. CONFLICT OF INTEREST

Any related party contract or transaction must be authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein or the transaction must be fair and reasonable to the Corporation.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify its Officers, Directors, Employees and Agents in accordance with the following:

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was otherwise serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe the action was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent

of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Section (a) or (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called for that purpose.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

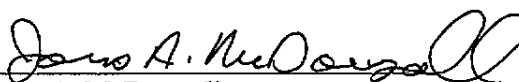
(f) The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Amended Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

Article XII. Law Applicable to Control-Share Voting Rights.

The provisions set forth in Fl. Stat. 607.0902 do not apply to control-share acquisitions of shares of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of August, 2000.


James A. McDougall

FILED

00 AUG 28 AM 11: 20

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

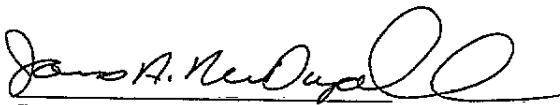
1. The name of the corporation is:

McDOUGALL SALES, INCORPORATED

2. The name and address of the registered agent and office is:

James A. McDougall
106 Commerce Way, Suite B-2,
Jupiter, Florida 33458.

Having been named as registered agent and 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 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.


James A. McDougall

24 AUG 00
date

This Certificate was prepared by:

William Sumner Scott, Esquire
Florida Bar Number 947822
The Scott Law Firm, P. A.
940 Northeast 79th Street
Miami, Florida 33138

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Facsimile (305) 754-2668