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October 12, 2000

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-10/16/00--01061--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: Articles of Incorporation for: **THE HENDERSON GROUP, INC.**

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. **If the above name is unavailable, then please substitute the following alternate name: THE J. MARK HENDERSON GROUP, INC.** If you have any questions or need further information, please contact me.

I appreciate your prompt attention to this matter.

Sincerely,

*R. C. Migliaccio*  
Richard C. Migliaccio

RCM/pbm  
Enclosures

FILED  
00OCT 16 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*R. C. Migliaccio*

**ARTICLES OF INCORPORATION  
OF  
THE HENDERSON GROUP, INC.**

FILED  
00 OCT 16 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED INCORPORATOR**, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE  
NAME**

- 1.1 The name of the Corporation is **THE HENDERSON GROUP, INC.**

**ARTICLE TWO  
DURATION**

- 2.1 The term of existence of the Corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

- 3.1 The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR  
CAPITAL STOCK**

- 4.1 The aggregate number of shares which the Corporation has authority to issue is One Thousand (1,000) shares, all of which shall be common shares with par value of One Cent (\$0.01).

**ARTICLE FIVE  
INITIAL REGISTERED AGENT AND ADDRESS**

- 5.1 The name of the initial registered agent of the Corporation is **JOSEPH M. HENDERSON**. The street address of the initial registered office of the Corporation is 1423 Golfside Drive, Winter Park, Florida 32792.

**ARTICLE SIX  
PRINCIPAL OFFICE**

- 6.1 The street address of the principal office of the Corporation is 1423 Golfside Drive, Winter Park, Florida 32792.

- 6.2 The mailing address of the Corporation is 127 West Fairbanks Avenue, #234, Winter Park, Florida 32789.

**ARTICLE SEVEN  
INCORPORATOR**

- 7.1 The name and address of the Incorporator is: Joseph M. Henderson, 1423 Golfside Drive, Winter Park, Florida 32792.

**ARTICLE EIGHT  
INDEMNIFICATION**

- 8.1 The Corporation shall have the power to indemnify, to the fullest extent permitted by law, its directors, officers, employees

and agents.

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**ARTICLE NINE  
AMENDMENT OF ARTICLES**

9.1 The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have subscribed my name on October  
10, 2000.

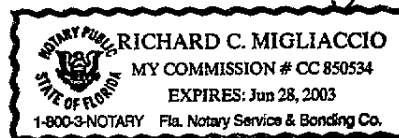
Joseph M. Henderson  
**JOSEPH M. HENDERSON**  
Incorporator

**STATE OF FLORIDA**

**COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 10  
day of OCTOBER, 2000, by **JOSEPH M. HENDERSON**.

Richard C. Migliaccio



Personally known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: Florida Driver's License

Having been named Registered Agent for **THE HENDERSON GROUP, INC.**, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes (1999).

October 10, 2000  
Date

Joseph M. Henderson  
**JOSEPH M. HENDERSON**  
Registered Agent