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ATTORNEYS AT LAW**

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July 24, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

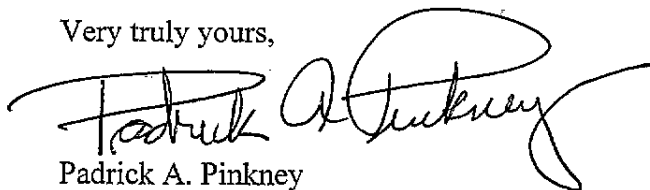
Re: Rowley, Inc.

Dear Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75. Please file the articles.

Thank you in advance for your attention to this matter and if you have any questions, please do not hesitate to let me know. I am

Very truly yours,



Padrick A. Pinkney

PAP/cl

Enclosure

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2001 JUL 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
ROWLEY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be ROWLEY, INC. The principal office of this Corporation shall be 1335A NW St. Lucie West Boulevard, Port St. Lucie, Florida 34986. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

The Corporation may transact any and all lawful business for which corporations may be incorporated under Florida General Corporation Act.

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

III

Shares

A. The Corporation is authorized to issue one class of stock as follows:

Common Shares. The maximum number of voting shares this Corporation is authorized to issue is 1,000, par value \$0.01 per share, all of which shall be common shares, all common shares shall be identical with each other in every respect and the holders of common shares

shall be entitled to one vote for each share in all matters on which shareholders have the right to vote.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV
Duration

The Corporation shall have perpetual existence.

V
Registered Agent

The address of this Corporation's initial registered office is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986 and the name of its initial Registered Agent at said address is Padrick A. Pinkney, Esquire.

VI
Incorporator

The name and address of the Incorporator is as follows:

Jane Rowley
1335A NW St. Lucie West Boulevard
Port St. Lucie, FL 34986

and

Eugene Rowley
1335A NW St. Lucie West Boulevard
Port St. Lucie, FL 34986

VII
Board of Directors

The Corporation shall have a Board of Directors consisting of a minimum of one (1) person and a maximum of seven (7). The number of Directors may be increased or decreased from

time to time by a resolution of the majority of the Stockholders. The names and addresses of the initial Directors of this Corporation are:

Jane Rowley
1335A NW St. Lucie West Boulevard
Port St. Lucie, FL 34986

and

Eugene Rowley
1335A NW St. Lucie West Boulevard
Port St. Lucie, FL 34986

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

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

XI

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board, by an affirmative vote of a majority of all the Board members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 20th day of July 2001.

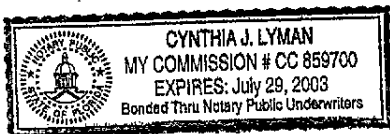
By: Jane Rowley
JANE ROWLEY

By: Eugene Rowley
EUGENE ROWLEY

State of Florida
County of St. Lucie

The Foregoing Instrument as acknowledged before me this 20th day of July 2001 by JANE ROWLEY after producing Florida Driver's License is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 20th day of July 2001.



Cynthia J. Lyman
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires: 7/29/2003

State of Florida
County of St. Lucie

The Foregoing Instrument as acknowledged before me this 20th day of July 2001 by EUGENE ROWLEY after producing Florida Driver's License is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 20th day of July 2001.

Cynthia J. Lyman

NOTARY PUBLIC-STATE OF FLORIDA

My commission expires: 7/29/2003



CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

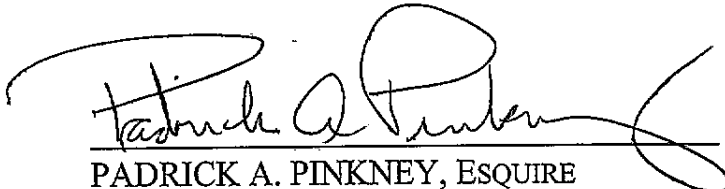
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ROWLEY, INC., a Corporation for Profit, has named PADRICK A. PINKNEY, ESQUIRE, 145 NW Central Park Plaza, Port St. Lucie, Florida 34986, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



PADRICK A. PINKNEY, ESQUIRE