

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8877 • 800-342-8062 • Fax (850) 222-1222

Power 2566

Cowen Industries Inc

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-07/15/02--01061--011
*****78.75 *****78.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
02 JUL 15 AM 11:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
02 JUL 15 PM 1:29
SECRETARY OF STATE

[Signature] 7/15

Signature

Requested by:

Name *[Signature]* Date *7/15* Time *10:00*

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
COWEN INDUSTRIES, INC.**

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TALLAHASSEE FLORIDA

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be: **COWEN INDUSTRIES, INC.**

The principal place of business of the Corporation shall be:

475 Carica Road
Naples, FL 34108

The mailing address of the Corporation shall be:

c/o Edward M. Livingston, Esq.
963 Trail Terrace Dr.
Naples, FL 34103

ARTICLE II - DURATION

This corporation shall exist in perpetuity as provided for in *Florida Statutes*, Chapter 607.

ARTICLE III - PURPOSE

This corporation is organized to conduct any and all lawful business or act in any manner lawful under the laws of the United States and the State of Florida, including *Florida Statutes*, Chapter 607 (1976), generally known as The Florida General Corporation Act or any other statute of the State of Florida not inconsistent with *Florida Statutes*, Chapter 607 (1976).

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 7,500 shares of Common Stock with \$1.00 par value per share.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

ARTICLE VI - PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 963 Trail Terrace Drive, Naples, Florida 34103, and the name of the initial registered agent is EDWARD M. LIVINGSTON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The names and street addresses of

the first members of the Board of Directors, who shall hold office until the first meeting of shareholders or until successors are elected, are as follows:

NAME

STREET ADDRESS

John R. Cowen

475 Carica Road
Naples, FL 34108

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

STREET ADDRESS

Edward M. Livingston

963 Trail Terrace Drive
Naples, Florida 34103


ARTICLE IX - BY-LAWS

The shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders at any meeting expressly called for said purpose, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 12th day of July, 2002.

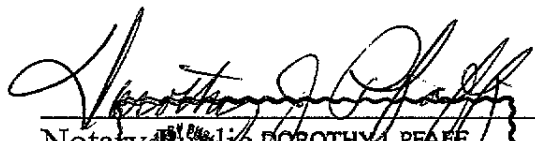


Edward M. Livingston

STATE OF FLORIDA)
COUNTY OF COLLIER)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the
State and County set forth above, personally appeared EDWARD M.
LIVINGSTON personally known to me and known by me to be the person who
executed the foregoing Articles of Incorporation and he acknowledged before me
that he executed same.


IN WITNESS WHEREOF, I have hereunto set my hand and seal in the
State and County aforesaid, this 12th day of July, 2002.



Notary Public DOROTHY J. PEAFF
MY COMMISSION #DD091698
EXPIRES: February 12, 2006

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for: COWEN
INDUSTRIES, INC., at the place designated in the foregoing Articles of
Incorporation, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete performance
of my duties.



EDWARD M. LIVINGSTON
DATE: July 12, 2002

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TALLAHASSEE FLORIDA