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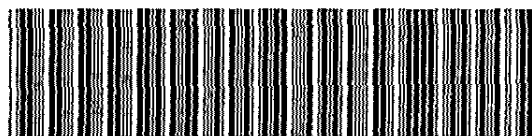
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J. Shivers MAY 12 2005



May 9, 2005

ATTORNEYS AT LAW
4800 HAMPDEN LANE, 7TH FLOOR
BETHESDA, MARYLAND 20814-2922
PH 301-656-7603 • FX 301-654-7354

Paul G. Marcotte, Jr.
Direct: (301) 951-9368
pmarcotte@paleyrothman.com

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

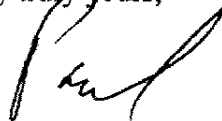
Re: Glen Blauch Associates, Inc.
Our File No. 27395.000

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05 MAY 19 PM 9:14

Dear Sir/Madam:

Enclosed please find original executed Articles of Incorporation for filing in Florida. Please also find enclosed the firm's check in the amount of \$78.75 to cover the filing fee, designation of registered agent and a certified copy. Please return the certified copy and filing acknowledgement to me after they have been approved and filed.

Very truly yours,



Paul G. Marcotte, Jr.

PGM,Jr/jb
T: 05/21/05

GLEN BLAUCH ASSOCIATES, INC.
ARTICLES OF INCORPORATION

FILED
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05 MAY 10 AM 9:14

THIS IS TO CERTIFY:

FIRST: The undersigned, Wayne D. Eig, whose post office address is 4800 Hampden Lane, 7th Floor, Bethesda, Maryland 20814, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Florida authorizing the formation of corporations.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

GLEN BLAUCH ASSOCIATES, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Florida or within any other State or States of the United States or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

- a. To transact any lawful business.
- b. To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property or assets of every kind in accordance with the laws of the State of Florida, with stocks, bonds, or other securities of the Corporation or otherwise.
- c. To apply for, obtain, register, purchase, lease or otherwise acquire, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventories, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or

otherwise to account for any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.

d. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

e. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the State of Florida, or any other State, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the shareholders of this Corporation.

f. To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment therefor and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights,

whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

g. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the purposes and powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, power, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. Accordingly, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the General Laws of the State of Florida to corporations organized thereunder, as may be amended or supplemented, from time to time, and the enumeration of certain purposes and powers as herein specified is not intended as exclusive of or as a waiver of any of the purposes and powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any purpose or power, or to do any act which a corporation formed under the General Laws of the State of Florida may not at the time lawfully carry on or do. The foregoing clauses shall be construed as and shall be purposes as well as powers of the Corporation.

FOURTH: The post office address of the principal office and mailing address of the Corporation in the State of Florida is 801 Laurel Oak Drive, Suite 630, Naples, Florida 34108. The resident agent of the Corporation is Glen T. Blanch, Jr., whose post office address is 801 Laurel Oak Drive, Suite 630, Naples, Florida 34108. Said resident agent resides in the State of Florida.

FIFTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than one (1). The name of the initial director who shall act until the first annual meeting or until her successor is duly chosen and qualified is:

Glen T. Blauch, Jr.

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, having an aggregate par value of One Thousand Dollars (\$1,000.00).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To issue from time to time shares of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.
2. To make, alter and repeal the By-laws of the Corporation; to open stock books, to fix and vary the amounts to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and if any, what part, of any surplus or net profits shall be declared as dividends.
3. To create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds, secured by mortgage or otherwise; and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any

property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

4. In the purchase or acquisition of property, businesses, rights or franchises, or for additional working capital, or for any other object in or about the Corporation's business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust, or otherwise.

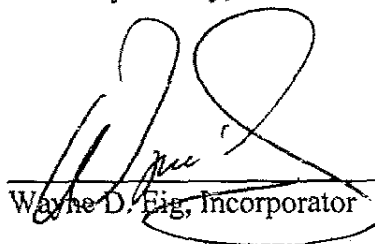
5. To determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit, from time to time to determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation except as conferred by statute, unless authorized by the resolution of the directors.

EIGHTH: The Corporation reserves the right to amend its Charter so that such amendment alters the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the fair market value of his stock.

NINTH: To the fullest extent permitted by law, each director and officer or former director or officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock, including in each case their respective executors and administrators, shall be indemnified by the Corporation against any liabilities, fines, penalties and claims imposed upon or asserted against him or her (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and reimburse and/or advance all expenses (including without limitation counsel fees) reasonably incurred by him or her in connection therewith. The right of indemnification hereby provided shall be in addition to any other rights to which any director or officer may be entitled.

TENTH: The duration of this Corporation shall be perpetual.

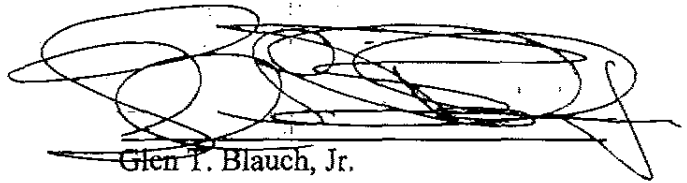
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledged the same to be his act and deed on the 1st day of May, 2005.


Wayne D. Eig, Incorporator

Consent of Registered Agent

The undersigned, Glen T. Blauch, Jr., does hereby consent to serve as the registered agent for Glen Blauch Associates, Inc. in the State of Florida and understands the consequences of acting in such capacity.

Dated Effective: May 1, 2005



Glen T. Blauch, Jr.

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