

**Electronic Articles of Incorporation
For**

P05000073361
FILED
May 19, 2005
Sec. Of State
jshivers

F & D COWEN, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

F & D COWEN, INC.

Article II

The principal place of business address:

291 COUNTRY CLUB DIVE
TEQUESTA, FL. US 33469

The mailing address of the corporation is:

291 COUNTRY CLUB DIVE
TEQUESTA, FL. US 33469

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000

Article V

The name and Florida street address of the registered agent is:

FRANCIE COWEN
291 COUNTRY CLUB DIVE
TEQUESTA, FL. 33469

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: FRANCIE COWEN

Article VI

The name and address of the incorporator is:

FRANCIE COWEN
291 COUNTRY CLUB DIVE
TEQUESTA FL 33469

Incorporator Signature: FRANCIE COWEN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSTD
FRANCIE COWEN
291 COUNTRY CLUB DIVE
TEQUESTA, FL. 33469 US

Title: VP
DAVID COWEN
291 COUNTRY CLUB DIVE
TEQUESTA, FL. 33469 US

Article VIII

The effective date for this corporation shall be:

05/18/2005