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INVOICE # GLEN

1/04/95

CAPITAL CONNECTION, INC.
P.O. BOX 10349

CUSTOMER # SEME01

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JW20

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CLIENT REP: JULIA WATSON

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ART WITH PHOTO COPIES FOR:
GLEN SCOTT ASSOCIATES, INC.

RECEIVED
95 JAN -4 PM 2:10
DIVISION OF CORPORATION

JAN 4 1995 BSB

FILED
95 JAN -4 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GLEN SCOTT ASSOCIATES, INC.

FILED
95 JAN -4 PM 2:17
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 I: NAME

The name of the corporation is **GLEN SCOTT ASSOCIATES, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 5722 South Flamingo Rd., Suite 278, Cooper City, FL 33330.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Glenda Grainger and Scott Smith, 5722 South Flamingo Rd., Suite 278, Cooper City, FL 33330.

The undersigned has executed these Articles of Incorporation this 4th day of January, 1995.

Barbara Neeley

Capital Connection, Inc.

Barbara Neeley - President

Incorporator

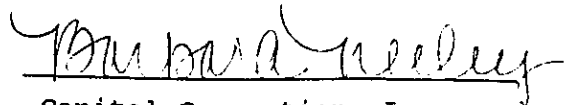
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 JAN -4 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **GLEN SCOTT ASSOCIATES, INC.**
2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Capital Connection, Inc.

Barbara Neeley - President

Date: January 4, 1995