

MASON, BRIODY, GALLAGHER & TAYLOR

ATTORNEYS AT LAW  
104 CARNEGIE CENTER

SUITE 201  
PRINCETON, NEW JERSEY 08540

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CENTRAL SQUARE  
180 MARKET STREET  
PHILADELPHIA, PA 19106  
215-594-4117  
FAX: 215-594-4117

PLEASE REPLY TO PRINCETON

\* ALSO ADMITTED IN NY  
† ALSO ADMITTED IN PA  
‡ ALSO ADMITTED IN DC  
§ ADMITTED IN VA

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fla. 32314

Re: THE MACKENZIE ASSOCIATES-INC.

Dear Madam/Sir:

Enclosed please find one original and one copy of the Articles of Incorporation to be filed on behalf of the above-captioned entity. Also enclosed please find our check in the amount of \$122.50 to cover the costs of filing these Articles.

Please stamp the enclosed copy of the Articles as "Filed" and return same to me in the self-addressed stamped envelope provided.

If you have any questions or problems regarding the enclosed, please do not hesitate to contact me.

Very truly yours,

*Christine A. Beyer*  
Christine A. Beyer

*9/9/95*  
cc: Mr. R.L. MacKenzie, w/enclos.

55/100-2 P1044

CHRISTINE A. BEYER  
MASON BROIDY GALLAGHER & TAYLOR  
104 CARNEGIE CENTER, SUITE 201  
PRINCETON, NJ 08540

SUBJECT: THE MACKENZIE ASSOCIATES INC.  
Ref. Number: W94000026068

We have received your document for THE MACKENZIE ASSOCIATES INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 894A00052140

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

MASON, BRIODY, GALLAGHER & TAYLOR

COUNSELLORS AT LAW  
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PHILADELPHIA, PA 19102  
215-564-4331  
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January 6, 1995

PLEASE REPLY TO PRINCETON

VIA FEDERAL EXPRESS

Loria Poole, Corporate Specialist  
Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Fla. 32399

Re: THE MACKENZIE GROUP, INC.

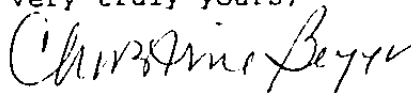
Dear Ms. Poole:

In response to your correspondence (Letter # 894A00052140/Ref. # W94000026068), enclosed please find one original and two (2) copies of the Articles of Incorporation to be filed on behalf of the above-captioned entity. Our check in the amount of \$122.50 to cover the costs of filing these Articles was previously submitted.

Please stamp the enclosed copies of the Articles as "Filed" and return same in the two (2) self-addressed stamped envelopes provided.

If you have any questions or problems regarding the enclosed, please do not hesitate to contact me.

Very truly yours,



Christine A. Beyer

cc: Mr. Roderick L. Mackenzie, w/enclos.  
cb\letters\fla.mac

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
THE MACKENZIE GROUP, INC.

RECEIVED  
JAN 9 PM 2:44  
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of section 607.0401. is:

THE MACKENZIE GROUP, INC.

SECOND: The street address of the initial principal office and mailing address of the corporation is:

5100 North Tamiami Trail # 105  
Naples, Florida 33940

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

1,000 Shares of Corporate Stock. All shares shall be of one class which shall be common/voting stock without par.

FOURTH: The corporation elects to have preemptive rights.

FIFTH: Provisions of the regulation of the internal affairs of the corporation are set forth in the Bylaws.

SIXTH: The street address of the initial registered office of the corporation is:

5100 North Tamiami Trail # 105  
Naples, Florida 33940

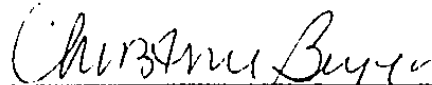
SEVENTH: The number of directors constituting the initial board of directors of the corporation is ONE (1), and the name and address of the persons who are to serve as sole director until the first annual meeting of shareholders or until his successor(s) are elected and shall qualify is:

Roderick L. Mackenzie  
5100 North Tamiami Trail # 105  
Naples, Florida 33940

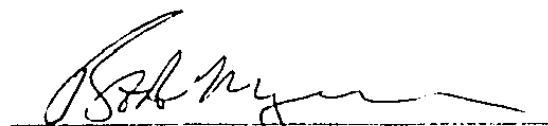
EIGHTH: The name and address of each incorporator is:

Christine A. Beyer, Esq.  
Mason, Briody, Gallagher & Taylor  
104 Carnegie Center  
Suite 201  
Princeton, NJ 08540

The undersigned has executed these Articles of Incorporation this 5th day of January, 1995.

  
Christine A. Beyer, Esq.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Roderick L. Mackenzie