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P95000008987 January 27, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/30/95--01101--019
****122.50 ****122.50

In re: Incorporation of LOPATA AND ASSOCIATES, INC.

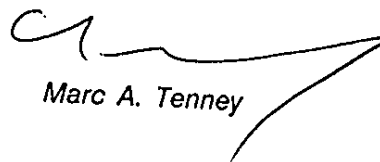
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent, along with a check in the amount of \$122.50 for the appropriate filing fee in regard the above-styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Marc A. Tenney

MAT/pm:k
Enclosures

FILED
1995 JAN 30 PM 4:14
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LOPATA AND ASSOCIATES, INC.**

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1995 JAN 30 PM 4:14
TALLAHASSEE, FLORIDA
STATE

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: **LOPATA AND ASSOCIATES, INC.**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 15903 Gulf Boulevard, Redington Beach, Florida 33708 and the name of the initial registered agent at such address is STUART LOPATA.

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporators are.

NAME

STUART M. LOPATA

ADDRESS

15903 Gulf Boulevard
Redington Beach, FL 33708

IN WITNESS WHEREOF, I have subscribed my name this 20th day
of January, 1995.

Stuart M. Lopata
STUART M. LOPATA, Incorporator

STATE OF FLORIDA)

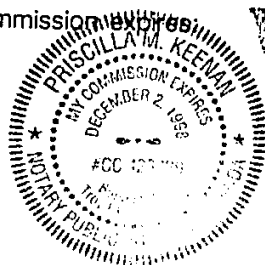
COUNTY OF PINELLAS)

On this 20th day of January, 1995, before me, a notary public,
the undersigned officer, personally appeared STUART M. LOPATA, who who has
provided Florida Driver Licenses for identification, has acknowledged that he executed
the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date
mentioned above.

Priscilla M. Keenan
NOTARY PUBLIC

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process may be Served and Names and
Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding
Incorporations:

LOPATA AND ASSOCIATES, INC., a Corporation organized (or organizing)
under the laws of the State of Florida, with its principal office at 15903 Gulf
Boulevard, Redington Beach, FL 33708, and has named STUART M. LOPATA as its
agent to accept service of process within this State.

OFFICERS:

STUART M. LOPATA

President/Secretary/Treasurer
15903 Gulf Boulevard
Redington Beach, FL 33708

DIRECTORS:

The business of the Corporation shall be managed by the Board of Directors,
which shall initially be comprised of:

STUART M. LOPATA

Chairman
15903 Gulf Boulevard
Redington Beach, FL 33708


STUART M. LOPATA, Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open
during prescribed hours; to post my name (and any other officers of said Corporation
authorized to accept service of process at the above Florida designated address) in
some conspicuous place in the office as required by law.


STUART M. LOPATA, Resident Agent

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