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LAW OFFICE OF

O'NEAL & BOOTH, P.A.

Third Floor
2000 East Oakland Pk. Blvd.
Ft. Lauderdale, Florida 33300

305-503-4803
Fax 503-4881

PATRICK O'NEAL, ESQ.
L. Byrd Booth, Jr. (1040-83)

February 2, 1995

Department of State
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: SCOTT E. MARTIN & ASSOCIATES, INC.

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation, together with check in the amount of \$122.50 which covers the following: filing fee \$35.00; certified copy \$52.50; resident agent \$35.00.

Please issue charter for said corporation.

Sincerely,


PATRICK O'NEAL

PON:cc

Enc.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 AM 10:21

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ARTICLES OF INCORPORATION
OF
SCOTT E. MARTIN & ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 AM 10:21

ARTICLE I - NAME

The name of this corporation is:

SCOTT E. MARTIN & ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized pursuant to Florida Statutes 607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:

620 N.E. 42nd Street
Pompano Beach, Florida 33064

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is:

SCOTT E. MARTIN
of 620 N.E. 42nd Street
Pompano Beach, Florida 33064

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

SCOTT E. MARTIN

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of February, 1995.

Scott E. Martin
SCOTT E. MARTIN

STATE OF FLORIDA
COUNTY OF BROWARD

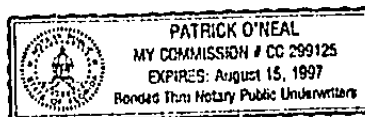
The foregoing instrument was acknowledged before me this 1st day of Feb, 1995 by SCOTT E. MARTIN, who is personally known to me or who has produced a Florida drivers license as identification and who did take an oath.

Patrick O'Neal
Notary Public

PATRICK O'NEAL

Print name of Notary

My Commission Expires:



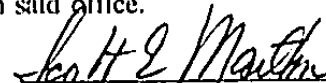
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SCOTT E. MARTIN & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Pompano Beach, County of Broward, State of Florida, has named SCOTT E. MARTIN, located at 620 N.E. 42nd Street, Pompano Beach, Florida 33064, County of Broward, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent