

P95000013619

February 13, 1995

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

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-02/16/95--01083--018  
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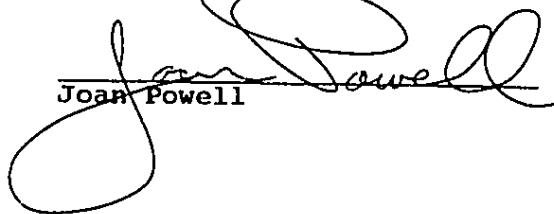
Re: Joan Powell Enterprises, Inc.

Gentlemen:

Enclosed herewith please find Articles of Incorporation of the above-referenced corporation. I also enclose my check in the amount of \$122.50 to cover the cost of filing the Articles and obtaining a certified copy.

Thank you for your attention to this matter.

Very truly yours,

  
Joan Powell

Enc.

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ARTICLES OF INCORPORATION  
OF  
JOAN POWELL ENTERPRISES, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

ARTICLE I  
Name

The name of this Corporation is JOAN POWELL ENTERPRISES, INC.

ARTICLE II  
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III  
Purpose

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV  
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V  
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI  
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 6421 Congress Avenue, Suite

105, Boca Raton, Florida 33487 and the name of the initial registered agent of this Corporation at that address is Joan Powell. The initial address of the Corporation is 6421 Congress Avenue, Suite 105, Boca Raton, Florida 33487.

**ARTICLE VII**  
Board of Directors

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until her successor shall have been elected and qualified is as follows:

Joan Powell  
6421 Congress Avenue  
Suite 105  
Boca Raton, FL 33487

**ARTICLE VIII**  
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

**ARTICLE IX**  
Incorporator

The name and address of the initial incorporator is as follows: Joan Powell, 6421 Congress Avenue, Suite 105, Boca Raton, FL 33487.

**ARTICLE X**  
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a

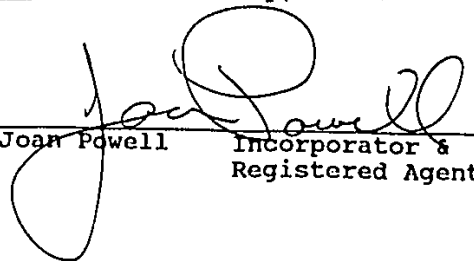
majority vote of the common stock.

ARTICLE XI  
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

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STATE OF FLORIDA  
NOTARY PUBLIC

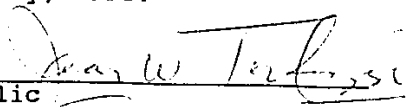
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 13 day of February, 1995.

  
Joan Powell (Seal)  
Incorporator &  
Registered Agent

STATE OF FLORIDA  
COUNTY OF

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOAN POWELL, and personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 13 day of February, 1995.

  
Notary Public  
Print Name: Jean W. Terlizzi

My Commission Expires:

