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ATTORNEYS AT LAW

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**P950000043612**

May 26, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Lapworth Investments, Inc.

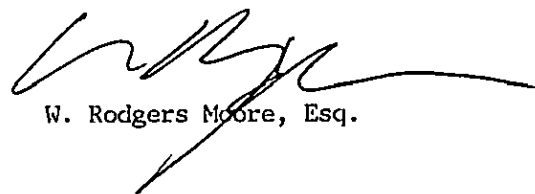
**600001502176**  
-05/31/95--01070--014  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed and filed herewith are the original Articles of Incorporation for Lapworth Investments, Inc. together with a copy of the Articles of Incorporation for certification. Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 for the cost of filing these articles.

Kindly acknowledge receipt of the enclosed by date stamping the enclosed copy of this letter and return it to me in the enclosed self-addressed, postage prepaid envelope provided for your convenience.

Very truly yours,



W. Rodgers Moore, Esq.

/nsm  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 MAY 30 AM 9:30

FILED

SAB  
6/7/95

ARTICLES OF INCORPORATION  
OF  
LAPWORTH INVESTMENTS, INC.

FILED  
95 MAY 30 AM 9:30  
SUCCESSION STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is: Lapworth Investments, Inc.  
principal office address is 4800 N. Federal Highway, Suite 210-A,  
Attn. W.R. Moore, Boca Raton, FL 33431.

ARTICLE II  
PURPOSE

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

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of  
common stock, par value shall be \$0.001 per share.

The common stock of the corporation shall have the  
following characteristics:

- (a) At all meetings of the stockholders, the voting common  
stockholders shall be entitled to cast one (1) vote for  
each share of common stock owned. That a voting common  
stockholder is interested in a matter to be voted upon  
shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting  
power for the election of the directors and for all other  
purposes shall be vested exclusively in the holders of  
the outstanding voting common stock.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

W. Rodgers Moore

7623 Sierra Terrace  
Boca Raton, FL 33433

**ARTICLE VII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

ARTICLE VIII  
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX  
INCORPORATOR

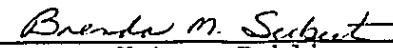
The name and street address of the person signing these Articles is W. Rodgers Moore, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 25th day of May, 1995.

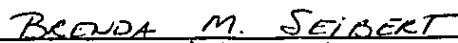
  
Subscriber and Registered Agent

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of May, 1995 by W. Rodgers Moore, who is personally known to me or who has produced his Driver's License as identification and who did (did not) take an oath.

  
Notary Public



  
(Print Name)

My Commission Expires: 3-18-97

FILED  
95 MAY 30 PM 5:31  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA