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WILLIAM WALLACE BOWEN
203 ELM AVENUE
MELBOURNE BEACH, FLORIDA 32951
(407)984-3967

July 7, 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for BOWEN & CALDWELL BUSINESS SERVICES, INCORPORATED, a For-Profit corporation. Also please find your fee for processing the same in the amount of \$123.50. Please file said Articles and issue and return to the Registered Agent therein, the certified copy of the Articles of Incorporation, together with the Charter.

Should you require further information, please advise at your earliest possible convenience.

Thanking you in advance for your cooperation and assistance herein.

Very truly yours,


WILLIAM WALLACE BOWEN

Enclosures:
Original and Copy
Check \$123.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BOWEN & CALDWELL BUSINESS SERVICES, INCORPORATED

ARTICLE I - NAME

The name of the corporation is: BOWEN & CALDWELL BUSINESS SERVICES, INCORPORATED.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the preparation of accounting and tax documents.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value stock, which shares shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

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

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.


ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

WILLIAM WALLACE BOWEN ONE HUNDRED PERCENT (100%)

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7TH day of JULY, 1995.

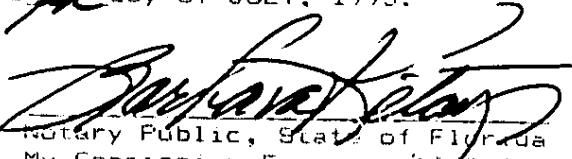

WILLIAM WALLACE BOWEN.
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county last aforesaid to take acknowledgments, personally appeared: WILLIAM WALLACE BOWEN, who, after being duly sworn on oath and who produced the identification as listed below, acknowledged before me that he is the person named in and who executed the foregoing Articles of Incorporation as the Incorporator for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County this 14th day of JULY, 1995.

(NOTARY SEAL)


Notary Public, State of Florida
My Commission Expires: 10/2/95
Commission No. CC148767
BARBARA KELEY
Printed Notary Signature

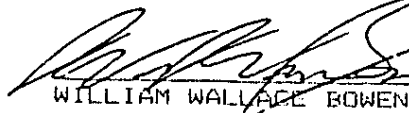
IDENTIFICATION PROVIDED:

DL# B500-939-13-123-0
as to William Wallace Bowen

Notary Public, State of Florida
My Commission Expires Oct. 2, 1995
Bonded Thru Tery Cain - Insurance Inc.

ACCEPTANCE OF REGISTERED AGENT

I, WILLIAM WALLACE BOWEN, hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. By executing this document I reaffirm that I agree to serve as Registered Agent.


WILLIAM WALLACE BOWEN

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TALLAHASSEE, FLORIDA