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LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
2001 OCEAN DRIVE, SUITE 202-B
VERO BEACH, FLORIDA 32963
TELEPHONE (407) 234-5700
TELECOPIER (407) 234-4600

TELEPHONE (407) 368-2151
TELECOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.
303 NORTH WOODWARD AVENUE, SUITE 200
BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (810) 642-2522
TELECOPIER (810) 238-2851

OUR FILE NUMBER:

August 24, 1995

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

Re: NORTHFIELD ASSOCIATES INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL:	<u>\$122.50</u>

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

John J. Raymond, Jr.
John J. Raymond, Jr.

Enclosures

SEP 15 1995

FILED
SEP 13 PM 12:06
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

NORTHFIELD ASSOCIATES, INC.

FILED

95 SEP 13 PM 12:06

TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is NORTHFIELD ASSOCIATES, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be c/o John J. Raymond, Jr., Esq., 1200 N. Federal Highway, Suite 411, Boca Raton, FL 33432. The name of the Corporation's initial registered agent is John J. Raymond, Jr., Esq.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

Name

Joseph J. Oddo

Address

c/o 1200 N. Federal Highway
Suite 411
Boca Raton, FL 33432

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Joseph Oddo, c/o 1200 N. Federal Highway, Suite 411, Boca Raton, FL 33432.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the

partie, to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 30 day of August 1995


Joseph Oddo, Incorporator

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Joseph Oddo, who is personally known to me or who has produced his driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th of August, 1995.


Notary Public
My Commission Expires: 9/30/97

CLAIRE HELSING
NOTARY PUBLIC
STATE OF CONNECTICUT
MY COMMISSION EXPIRES MARCH 31, 1998 9/30/97 C.H.

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That NORTHFIELD ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at c/o 1200 N. Federal Highway, Suite 411, Boca Raton, FL 33432, has named John J. Raymon, Jr., Esq., located at 1200 N. Federal Highway, Suite 411, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

John J. Raymond Jr.
John J. Raymond, Jr., Esq.

ALLAHASSEE, FLORIDA

SEP 13 PM 12:06

FILED