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ROBERT W. HUGHES  
814 KITTS COVE  
NICEVILLE, FLORIDA 32578

DECEMBER 27, 1995

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Dear Director:

I would like to incorporate a new business in the State of Florida in the name of "R. WORTHINGTON AND ASSOCIATES, INC.".

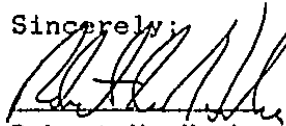
The return address for a certified copy of the Articles of Incorporation to be mailed to is as follows:

ROBERT W. HUGHES  
814 ST. KITTS COVE  
NICEVILLE, FLORIDA 32578

I have enclosed A check in the amount of \$ 122.50 to cover the incorporation fees and the certified copy of the document.

I may be reached through the following telephone number in Niceville, Florida at (904) 897-4475 if there are any conflicts or questions about the Articles of Incorporation.

Sincerely,

  
Robert W. Hughes  
Director

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
R. WORTHINGTON AND ASSOCIATES, INC.

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation shall be:

R. WORTHINGTON AND ASSOCIATES, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business of the corporation and the objects and purposes proposed to be transacted and promoted or carried on by it are as follows:

- a) To operate a Business Consulting Service and to engage in any and all other business activities legal in the state of Florida, the United States, or any other state, county, territory or nation.
- b) To buy, sell, lease, own, improve, mortgage, or otherwise acquire, hold and dispose of land and property, real, personal, and mixed for the purpose of engaging in any activity or business permitted by law.
- c) To purchase, lease, exchange, and otherwise acquire any and all rights, permits, privileges, franchises, licenses, trademarks, patents and concessions suitable and covenant for the purpose of this corporation.
- d) To endorse, assume, insure or guarantee any contract, obligation, bond, note, mortgage or other evidence of indebtedness.
- e) To enter into contracts and to borrow money, with or without security; and to execute mortgages, issue bonds, notes, certificates and collateral trust notes by all or any of the assets of the corporation.
- f) The corporation shall possess all of the rights, powers and privileges granted corporations under the laws of the State of Florida and any State in which said

corporation shall operate. Said power shall include but not be limited to the power to indemnify directors, officers, employees, and agents for any liability which may be imposed upon any of them as a result of so serving.

#### ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at one time is five hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation.

The stock may be issued by the corporation from time to time to such persons, firms or corporation as the majority of the Board of Directors may indicate.

The consideration to be paid for such stock shall be determined by the majority of the Board of Directors from time to time, and shall be paid in lawful currency of the United States, or may be paid in property, past services, or other consideration determined by the majority of the Board of Directors, to be at least equal to the value of the shares issued thereof.

#### ARTICLES IV: TERMS OF EXISTENCE

The corporation is to exist perpetually, which said existence shall commence on the date of issuance of the corporation charter.

#### ARTICLES V: ADDRESS

The initial Post Office Address of the principal office of the corporation in the State of Florida is 814 St. Kitts Cove, Niceville, Florida 32578.

#### ARTICLE VI: PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is: 814 St. Kitts Cove, Niceville, Florida 32578 and the name of the Registered Agent of the corporation at that address is Robert W. Hughes.

#### ARTICLE VII: BOARD OF DIRECTORS

The corporation shall be managed by the Board of Directors of the corporation. The initial board shall consist of two (1) Director whose name and address is as follows:

Robert W. Hughes  
814 St. Kitts Cove  
Niceville, Florida 32578

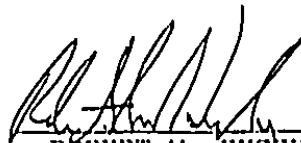
The number of directors shall be fixed, in the manner provided therein, by the By-Laws of the corporation which may increase or decrease the number of members of said board, but in no case shall the board of directors be less than one (1) or more than four) directors.

#### ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law.

#### ARTICLE IX: BY-LAWS

Both the Board of Directors and/or the shareholders shall have the power to adopt, alter, amend or repeal the By-Laws of the corporation.

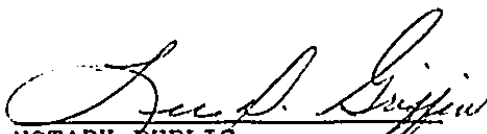
  
ROBERT W. HUGHES

STATE OF FLORIDA  
COUNTY OF OKALOOSA

This day personally appeared before me, Robert W. Hughes, whose complete business address is 814 ST. Kitts Cove Niceville, Florida 32578. To me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed same for the purposes stated herein.

WITNESS my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of DECEMBER 1995.

I further certify that Robert W. Hughes produced a current State of Florida Drivers License to authenticate his identity.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

AFFIDAVIT OF RESIDENT AGENT

I, ROBERT W. HUGHES the undersigned, do hereby consent to serve as Resident Agent for R. Worthington and Associates, Inc. To accept any and all service of process for said corporation in any and all legal proceedings which may be filed against R. Worthington and Associates, INC., and do hereby state that I am of legal age, and that my business address is:

814 St. Kitts Cove.  
Niceville, Florida 32578

  
ROBERT W. HUGHES

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Robert W. Hughes to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and seal in the County of Okaloosa, and State of Florida, this 28<sup>th</sup> day of December, 1995.

I further certify that Robert W. Hughes produced a current State of Florida Drivers License to authenticate his identity.

  
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

