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MARK J. WOLFF  
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Reply to: \_\_\_\_\_  
Professor Mark J. Wolff  
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December 20, 1995

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

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-01/09/96--01061--023  
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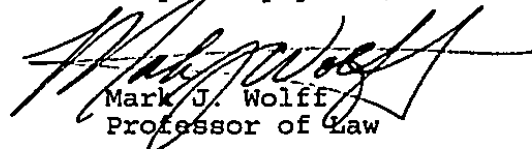
SUBJECT: CARLTON & DONOVAN, INC.

DEAR SECRETARY:

Enclosed please find an original and one (1) copy of the articles of incorporation for Carlton & Donovan, Inc. and a check for \$122.50, the required filing fee and a certified copy. Thank you for your attention.

Very truly yours,

JAN 10 1996 BSB

  
Mark J. Wolff  
Professor of Law

FILED  
96 JAN -8 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
CARLTON & DONOVAN INC.

**FILED**  
96 JAN -8 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

CARLTON & DONOVAN INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum number of share of stock that this Corporation is initially authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a par value of one dollar (\$1.00) per share. The Board of Directors shall set forth the relative rights of the common stock. The Board of Directors shall also have the authority, as provided by its Bylaws adopted by the stockholders, to increase or decrease both the relative rights of the stock as well as the maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Agent of this Corporation in the State of Florida shall be:

MARK J. WOLFF  
115 W. SUNRISE AVE.  
CORAL GABLES, FL 33133

The Board of Directors from time to time may change the Registered Agent to any other person or address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have no less than three (3) Directors. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than three (3) and no more than ten (10). The initial directors are:

JAMES A. DONOVAN  
3978 LAKE MIRA DRIVE  
ORLANDO, FL 32817

WILLIAM L. CARLTON  
405 NORTH WABASH STREET, APT 3904  
CHICAGO, IL 60611

RAY HEINE  
803 JAMESTOWN DRIVE  
WINTER PARK, FL 32792

ARTICLE VII. PRINCIPAL PLACE OF BUSINESS.

The initial principal place of business of this Corporation is:

CARLTON & DONOVAN, INC.  
101 FEDERAL STREET Suite 1900  
BOSTON, MA 02110

ARTICLE VIII. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

JAMES A. DONOVAN  
3978 LAKE MIRA DRIVE  
ORLANDO, FL 32817

WILLIAM L. CARLTON  
405 NORTH WABASH STREET, APT 3904  
CHICAGO, IL 60611

ARTICLE IX. AMENDMENT.

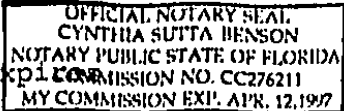
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the foregoing Articles of Incorporation on 1/4, 1995.

James A. Donovan  
Incorporator  
JAMES A. DONOVAN  
3978 LAKE MIRA DRIVE  
ORLANDO, FL 32817

STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF Orange       )

BEFORE ME, a Notary Public, personally appeared JAMES A. DONOVAN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 1/4, 1995.

My Commission Expires  Cynthia Sutta Benson  
Notary Public

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on \_\_\_\_\_, 1995.

William L. Carlton  
Incorporator  
WILLIAM L. CARLTON  
405 NORTH WABASH       suite 3904  
CHICAGO, IL 60611

STATE OF MASSACHUSETTS  
COUNTY OF Barnstable       ) ss

BEFORE ME, a Notary Public, personally appeared WILLIAM L. CARLTON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 12.30, 1995.

My Commission Expires:

Deen A. Honsauer  
Notary Public  
MY COMMISSION EXPIRES DECEMBER 23, 1999

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

CARLTON & DONOVAN, INC.  
( NAME OF CORPORATION )

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY  
OF BOSTON, STATE OF MASSACHUSETTS,  
( CITY ) ( STATE )

HAS NAMED MARK J. WOLFF, LOCATED AT  
( NAME OF REGISTERED AGENT )

115 W. SUNRISE AVENUE, CORAL GABLES, FL 33133,  
( STREET ADDRESS AND NAME OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTED )

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVESTATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

MARK J. WOLFF  
Registered Agent

DATE: December 20, 1995

**FILED**  
96 JAN -8 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA