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TALLAHASSEE, FL 32301  
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PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

*P9600013340*

ACCOUNT # 072100000032

REFERENCE # 843454 96430

AUTHORIZATION #

*Patricia Pyzdek*

COST LIMIT # \$ 122.50

ORDER DATE # February 12, 1996

ORDER TIME # 12:02 PM

ORDER NO. # 843454

CUSTOMER NO# 96430

CUSTOMER# Terri Dwyer, Legal Assistant  
SACHS & SAX

900001712409

P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME# JOHN B. GLOVER AND ASSOCIATES,  
INC.

EFFECTIVE DATE# XX

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON# KAREN ROZAR

EXAMINER'S INITIALS:

RECEIVED  
96 FEB 12 PM 1:18  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
96 FEB 12 AM 9:44  
FILED

T. BROWN FEB 13 1996

ARTICLES OF INCORPORATION  
OF  
JOHN B. GLOVER AND ASSOCIATES, INC.

FILED  
96 FEB 12 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLA.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: JOHN B. GLOVER AND ASSOCIATES, INC., 1001 S.W. 2nd Avenue, Suite 3261, Boca Raton, Florida 33432.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 1001 S.W. 2nd Avenue, Suite 3261, Boca Raton, Florida 33432, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John B. Glover.

#### ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the Corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
John B. Glover	1001 S.W. 2nd Ave., Suite 3261 Boca Raton, Florida 33432

#### ARTICLE VIII

The name and address of the incorporator is: John B. Glover, 1001 S.W. 2nd Ave., Suite 33432, Boca Raton, Florida 33432.

#### ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

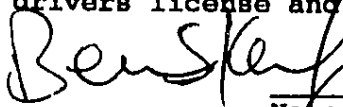
This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

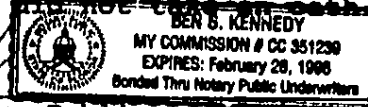
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7th day of February, 1996.

  
John E. Glover

STATE OF FLORIDA            }  
COUNTY OF PALM BEACH    } SS:

The foregoing instrument was acknowledged before me on this 7th day of February, 1996, by John B. Glover, as Incorporator of JOHN B. GLOVER AND ASSOCIATES, INC., on behalf of the Corporation. He has produced his drivers license and ~~did not take an oath~~





Notary Public  
State of Florida at Large  
My Commission Expires:

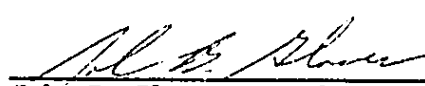
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That JOHN B. GLOVER AND ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, has named John B. Glover as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 7th day of February, 1996.

  
John B. Glover, Registered Agent

FILED  
96 FEB 12 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA