

P96000015979

Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

RE: First Associates, Inc.

Gentlemen:

300001718283
-02/19/96--01070--014
****122.50 ****122.50

Enclosed for filing is the signed original
and one copy of the Articles of Incorporation
of the above corporation. Also enclosed is our
check in the amount of \$122.50 for filing and
certified copy fees.


Please process this at your earliest opportunity
and return the certified copy to:

BRENDA Henley
12222 Old Country Road
Wellington, FL 33414

Thank you for your help.

FILED
96 FEB 19 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 21 1996 BSB

Very truly yours,


ARTICLE OF INCORPORATION
OF
FIRST ASSOCIATES, INC.

FILED
96 FEB 19 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of the corporation shall be: **First Associates, Inc.**

Article II

The principal place of business of the corporation shall be 12222 Old Country Road, Wellington, Florida 33414, and the mailing address of the corporation shall be 12222 Old Country Road, Wellington, Florida, 33414.

Article III

The period of the corporation's duration is perpetual.

Article IV

The purpose or purposes for which the corporation is organized are: (1) conduct management consultant work; and (2) any other lawful business authorized by law.

Article V

The number of share of stock that the corporation is authorized to have outstanding at any one time is 1,000 without par value.

Article VI

The name and address of the incorporator and initial director is Brenda J. Henley, 12222 Old Country Road, Wellington, Florida 33414.

Article VII

The name and address of the registered agent is: Randall W. Henley, Esq., Henley & Brabham, P.A., 322 Banyan Blvd., West Palm Beach, FL 33401.

The undersigned has executed these Articles Of Incorporation this 9th day of February, 1996.



BRENDA J. HENLEY-Incorporator

FILED

96 FEB 19 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant To The Provisions Of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: First Associates, Inc.
2. The name and address of the registered agent and office is: Randall W. Henley, Esq., Henley & Brabham, P.A., 322 Banyan Blvd., West Palm Beach, FL 33401.

2/9/96
Date

Brenda J. Henley
BRENDA J. HENLEY

President
Title

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Feb. 9, 1996
Date

Randall W. Henley, Esq.
RANDALL W. HENLEY, ESQ.