

P96000024070

STUART DUTTON  
13920 S W 22ND PLACE  
DAVIE, FL. 33325

RECEIVED  
FEB 28 1996  
TALLAHASSEE, FLORIDA

FEBRUARY 27, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE, FL. 32314

RE: STUART DUTTON INC.

DEAR SIR,

ENCLOSED PLEASE FIND THE FOLLOWING:

ARTICLES OF INCORPORATION

MY CHECK FOR \$122.50

500001731235  
-03/04/96--01099--015  
\*\*\*122.50 \*\*\*122.50

WOULD YOU PLEASE FILE AND REGISTER THE ABOVE ARTICLES AND RETURN  
TO ME A CERTIFICAT OF INCORPORATION.

THANKING YOU IN ADVANCE.

YOURS TRULY,



STUART DUTTON

3/7/96



ARTICLES OF INCORPORATION  
OF

STUART DUTTON INC.  
-----

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPT THE  
FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I  
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NAME  
-----

THE NAME OF THE CORPORATION IS: STUART DUTTON INC.

ARTICLE II  
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DURATION  
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THE TERM OF EXISTENCE OF THE CORPORATION IS PERPETUAL, COMMENCING  
ON THE DATE OF RECEIPT AND ACKNOWLEDGMENT OF THE ARTICLES BY THE  
SECRETARY OF STATE.

ARTICLE III  
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PURPOSE  
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THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO ENGAGE  
IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED  
STATES AND OF THIS STATE.

ARTICLE IV  
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CAPITAL STOCK  
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THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE  
THE AUTHORITY TO ISSUE IS 1,000 SHARES OF CAPITAL STOCK WITH A PAR  
VALUE OF \$1.00 PER SHARE.

THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME. THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.

ARTICLE V  
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DIVIDENDS  
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THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, IN PROPERTY, OR IN SHARES OF THE CAPITAL STOCK OF THE CORPORATION.

ARTICLE VI  
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PREEMPTIVE RIGHTS  
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EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF HIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII  
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PRINCIPAL PLACE OF BUSINESS  
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THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED AT:

13920 S W 22ND PLACE  
DAVIE, FL. 33325

ARTICLE VIII  
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INITIAL REGISTERED OFFICE AND REGISTERED AGENT  
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THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION

IS:

13920 S W 22ND PLACE  
DAVIE, FL. 33325

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE  
CORPORATION IS:

STUART DUTTON  
13920 S W 22ND PLACE  
DAVIE, FL. 33325

ARTICLE IX  
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INITIAL BOARD OF DIRECTORS  
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THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE  
NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO  
TIME BY THE BY-LAWS. THE NAME(S) AND ADDRESS(ES) OF THE INITIAL  
DIRECTOR(S) OF THIS CORPORATION IS/ARE:

STUART DUTTON  
13920 S W 22ND PLACE  
DAVIE, FL. 33325

ARTICLE X  
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INCORPORATORS  
-----

THE NAMES AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES ARE:

STUART DUTTON  
13920 S W 22ND PLACE  
DAVIE, FL. 33325

ARTICLE XI  
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ACTIONS OF DIRECTORS WITHOUT MEETING  
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THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN  
CONSENT AS PROVIDED BY LAW.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN REGULAR OR SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE XIII

INDEMNIFICATION


THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE EXTENT PERMITTED BY LAW.

ARTICLE XIV

AMENDMENT

THE CORPORATION RESERVES THIS RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 27TH DAY OF FEBRUARY, 1996.

  
STUART DUTTON

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, STUART DUTTON, TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED TO AND BEFORE ME THAT HE EXECUTED SAID INSTRUMENT

FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL THIS 27TH DAY OF FEBRUARY, 1996.

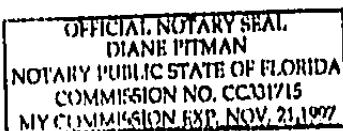


NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME:

DIANE PITMAN

MY COMMISSION EXPIRES:



RECEIVED  
FEB 27 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



STUART DUTTON

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 12 1964