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TALLAHASSEE, FL 32301-2607
904-221-1931

800-342-8086

P96000046454



PENNSHALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 972360 11301A

AUTHORIZATION :

COST LIMIT :

Patricia Pyatt

FILED
STATE
SECRETARY OF
CORPORATIONS
96 MAY 31 10:22

ORDER DATE : May 31, 1996

ORDER TIME : 12:26 PM

ORDER NO. : 972360

CUSTOMER NO: 11301A

CUSTOMER: Howard B. Nadel, Esq
NEIMARK GREENE & NADEL

400001846864

Suite 602
800 Corporate Drive
Ft. Lauderdale, FL 33334

DOMESTIC FILING

NAME: ARW O.T.C., INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
96 MAY 31 11:20
DIVISION OF
INCORPORATION

ARTICLES OF INCORPORATION

OF

ARW O.T.C., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 MAY 31 AM 10:22

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

ARW O.T.C., INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

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

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 800 Corporate Drive, Suite 602, Fort Lauderdale, Florida 33334. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATOR

The name and the post office address of the Incorporator is:

Howard B. Nadel, 800 Corporate Drive, Suite 602, Fort Lauderdale, Florida 33334.

ARTICLE VII
DIRECTORS

The corporation shall have not less than one (1) Director.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 800 Corporate Drive, Suite 602, Fort Lauderdale, Florida 33334 and the name of the initial registered agent of the Corporation at that address is Howard B. Nadel.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon filing.

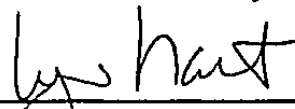

Howard B. Nadel

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Howard B. Nadel who is/are personally known to me or has/have produced his/her _____ as identification and is the person described as Incorporator and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on May 21, 1996.




Printed Name: _____
NOTARY PUBLIC
My Commission Expires: _____

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 31 AM 10:22

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ARW O.T.C., INC. desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 800 Corporate Drive, Suite 602, Fort Lauderdale, Florida 33334 with Howard B. Nadel as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated 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.

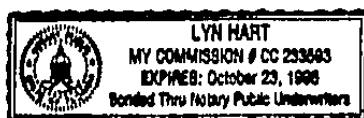

Howard B. Nadel

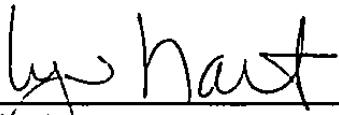
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Howard B. Nadel who is/are personally known to me or has/have produced his/her _____ as identification and is the person described as Registered Agent and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on May 21, 1996.




Printed Name: _____

NOTARY PUBLIC
My Commission Expires: _____