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FOGT & MATHESON  
Attorneys at Law  
700 Colorado Avenue  
Stuart, Florida 34994-3086

Thomas A. Fogg\*  
Robert H. Matheson, Jr.  
\*Board Certified Real Estate Lawyer

Telephone: (407) 288-3303  
287-3303  
283-3303  
Facsimile: (407) 286-3303

Of Counsel:

William R. Scott  
Harold G. McVillie\*\*  
\*\*Board Certified Civil Trial Lawyer

May 29, 1996

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-06/11/96--01007--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Dear Sir or Madam:

Please find enclosed an original Articles of Incorporation to be filed and given a charter number along with a copy for date and time stamp and return.

Also enclosed is our check in the amount of \$70.00 to cover the costs of filing.

If you should have any questions or need anything further, please do not hesitate to contact our office. Thank you for your cooperation with regard to this matter.

Very truly yours,

*Deborah D. Haas*

Deborah D. Haas  
Legal Assistant

/ddh  
96-510F  
encs.

FILED  
96 JUN 11 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

86-019  
222

ARTICLE OF INCORPORATION

OF

MCDOWELL ASSOCIATES, INC.

96 JUN 11 AM 9:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is MCDOWELL ASSOCIATES, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IIII. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which

price may be in excess of par value.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 4369 Frazier Court, Stuart, FL 34997.

#### ARTICLE VII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

JAMES W. McDOWELL, JR.	4369 Frazier Court Stuart, Florida 34997
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#### ARTICLE VIIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

JAMES W. McDOWELL, JR.	4369 Frazier Court Stuart, Florida 34997
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#### ARTICLE X. AMENDMENTS


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 the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and

all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles be made.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is THOMAS A. FOGT, ESQ., 700 Colorado Avenue, Stuart, Florida 34994.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 30 day of May, 1996.

  
James W. McDowell, Jr.

STATE OF Florida  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 30 day of May, 1996, by JAMES W. McDOWELL, JR., (x) who is personally known to me or ( ) who has produced as identification, and who ( ) did ( ) did not take an oath.



DEBORAH D. HAAS  
My Commission CC443180  
Expires Apr. 14, 1999  
Bonded by NFNU  
800-224-8388

  
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of McDOWELL ASSOCIATES, INC.

DATED this 31 day of May, 1996.

  
Thomas A. Fogt, Esq.  
Registered Agent