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LOWNDES
DROSDICK
DOSTER
KANTOR &
REED

Attorneys at Law

215 North Holladay Ave
Post Office Box 2809
Orlando, Florida 32802-2809
Telephone (407) 843-4600
Telecopier (407) 423-4495

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THE POWELL GROUP/INC

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CONTACT: PATTIE M CALLAHAN
PHONE: (407)843-4800

FAX #: (407)423-4495

NAME: THE POWELL GROUP, INC.

AUDIT NUMBER.....H98000012274

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

THE POWELL GROUP, INC.

ARTICLE I - NAME

The name of this corporation is The Powell Group, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 1938 Maple Leaf Drive, Windermere, Florida 34786.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE CENT (\$.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 216 North Eola Drive, Orlando, Florida, and the name of the initial registered agent of this corporation at that address is Bradford D. West.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Thomas E. Powell

1938 Maple Leaf Drive
Windermere, Florida 34786

This document was prepared by:

Bradford D. West, Esq.

Florida Bar Number: 769525

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Bradford D. West

215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 3rd day of September, 1998.



Bradford D. West, Incorporator

ACCEPTANCE OF REGISTERED AGENT

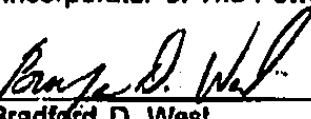
The undersigned hereby accepts the designation as Registered Agent of The
Powell Group, Inc.



Bradford D. West

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have
accrued by virtue of the undersigned acting as Incorporator of The Powell Group, Inc.



Bradford D. West

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