

P 96000076134

660 N.W. 65th Avenue
Plantation, FL 33317

SEP 12 1996
96 SEP 12 PM 10:01

September 9, 1996

TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001845601
--09/12/96 --01045--004
*****70.00 *****70.00

Re: DEWEY P. ROOT, INC.

Gentlemen:

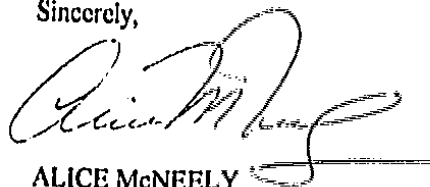
Enclosed please find an original and one copy of the Articles of Incorporation for Dewey P. Root, Inc.

Also enclosed, please find a check in the amount of \$70.00 to cover the cost of filing. If this amount is not sufficient, please advise and I will either forward the additional amount, or upon return of my check, will forward the correct amount.

Please return one copy together with the Certificate of Incorporation to the above address.

Thank you for your attention to the above.

Sincerely,



ALICE McNEELY

/am
Encl.

PK
9/12/96

Articles of Incorporation
of
Dewey P. Root, Inc.

SEP 12 PM 4:01

STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

Article 1 - Name

The name of the corporation is DEWEY P. ROOT, INC.

Article 2 - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States or the State of Florida.

Article 3 - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, par value One (\$1.00) Dollar per share.

Article 4 - Term

This corporation shall have perpetual existence unless dissolved pursuant to law.

Article 5 - Address

The initial street address of the principal office of this corporation in the State of Florida is 6460 Oak Street, Hollywood, Florida 33024. The Board of Directors of this corporation may, from time to time, move its principal office in the State of Florida to any other place within this State.

Article 6 - Directors

This corporation shall have two (2) directors initially. The number of directors of this corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article 7 - Initial Directors

The names and street addresses of the initial Directors of this corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

DEWEY P. ROOT
6460 Oak Street
Hollywood, FL 33024

ALICE McNEELY
660 N.W. 65th Avenue
Plantation, FL 33317

Article 8 - Incorporator

The name and street address of the person signing these Articles of Incorporation as an incorporator is:

ALICE McNEELY
660 N.W. 65th Avenue
Plantation, FL 33317

Article 9 - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office, either as an officer or as a director of this corporation.
2. The stockholders may, pursuant to the Bylaws provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this corporation as they may see fit.
3. The Board of Directors of this corporation shall adopt Bylaws for the government of this corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this corporation is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve in any other capacity and receive compensation therefor in any form.

8. The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation, in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such a director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article 10 - Registered Office

The registered agent and registered office of the corporation shall be:

ALICE McNEELY
660 N.W. 65th Avenue
Plantation, FL 33317

Article 11 - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

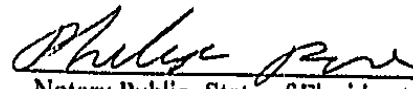
9th IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of September, 1996.


ALICE McNEELY

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALICE McNEELY, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she swore before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of September, 1996.


Notary Public, State of Florida at Large

My Commission expires:



PHILIP D. ROSE
COMMISSION # CC 658080
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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

96 SEP 12 PM 4:01

TALLAHASSEE, FLORIDA

FIRST: That DEWEY P. ROOT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Hollywood, County of Broward, State of Florida, has named ALICE McNEELY, as Registered Agent, who may be served at the registered office located at 660 N.W. 65th Avenue, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provisions of said Act relative to keeping open said office.


ALICE McNEELY