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AME: WASHINGTON ASSOCIATES, INC.

AUDIT NUMBER.....H96000014187

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION  
OF**

**WASHINGTON ASSOCIATES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is **WASHINGTON ASSOCIATES, INC.** (the "Corporation").
- SECOND:** The principal office address and mailing address of the c/o Norman S. Weider, Esq., 100 S.E. Second Street, Suite 3910, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 100 S.E. Second Street, Suite 3910, Miami, Florida 33131 and the registered agent at that address is Norman S. Weider, Esq.
- FIFTH:** The name and address of the incorporator of the Corporation is: Norman S. Weider, Esq., 100 S.E. Second Street, Suite 3910, Miami, Florida 33131.
- SIXTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- EIGHTH:** The corporate existence of the Corporation shall commence on October 9, 1996.

**NAME OF PREPARER:**  
**NORMAN S. WEIDER, ESQ.**  
**100 S.E. SECOND STREET**  
**SUITE 3910**  
**MIAMI, FLORIDA 33131**  
**FLORIDA BAR NO. 150388**  
**(305) 371.6338**


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

  
NORMAN S. WARDEN, Incorporator


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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

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TALLAHASSEE FLORIDA 32309

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
\_\_\_\_\_  
**NORMAN S. WEIDER**  
Registered Agent

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Law Offices  
Norman S. Weider  
Suite 3910  
International Place  
100 Southeast 2nd Street  
Miami, Florida 33131-2112  
Telephone: (305) 371-6338  
Fax: (305) 374-3283

November 6, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment of WASHINGTON ASSOCIATES, INC.

Dear Sir/Madam:

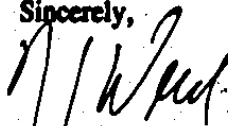
Enclosed please find the following Articles of Amendment of Washington Associates, Inc. changing the name of the corporation to PORT WASHINGTON ASSOCIATES, INC. Also enclosed is a check in the sum of \$35 representing the filing fee.

Please forward to the undersigned a conformed copy of the name change.

Should any problem arise regarding the foregoing, please do not hesitate to call me.

Thank you.

Sincerely,



NORMAN S. WEIDER, ESQ.

NSW:dc

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
WASHINGTON ASSOCIATES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator of WASHINGTON ASSOCIATES, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1005 of the Florida Business Corporation Act, hereby states as follows:

1. The name of the Corporation is WASHINGTON ASSOCIATES, INC.
2. The Articles of Incorporation of the Corporation are amended by deleting Article I in its entirety and inserting the following Article 1 in its place and stead:

**ARTICLE FIRST: The name of the Corporation is PORT WASHINGTON ASSOCIATES, INC.**

3. This amendment to the Articles of Incorporation of the Corporation was approved by written consent of the sole incorporator on November 6, 1996. Shareholder action is not required since the Corporation has no shareholders at this time.

4. These Articles of Amendment are effective as of November 6, 1996.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Amendment this 6th day of November, 1996.

  
\_\_\_\_\_  
Norman S. Weider  
Sole Incorporator