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FILED

J. Howell & Associates, Inc. 96 OCT 18 PM 2:19
703 Clubwood Court, Suite 21
Winter Springs, Florida 32708
(407) 695-4922

SECRET
TALLAHASSEE, FLORIDA

October 12, 1996

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

EFFECTIVE DATE
10-17-96

RE: New Corporation

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for my company and a check in the amount of \$122.50 payable to the Department of State for filing fees and designation of registered agent.

Sincerely,

Joseph S. Howell

Joseph S. Howell
President

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JSH/jmh

Enclosures

26
10-21-96

ARTICLES OF INCORPORATION
OF
J. HOWELL & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be: **J. Howell & Associates, Inc.**

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be:

**703 Clubwood Court
Winter Springs, FL 32708**

The Board of Directors may, at any time, move the principal place of business to any other address in Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is:

**Joseph S. Howell
703 Clubwood Court
Winter Springs, FL 32708**

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Joseph S. Howell
703 Clubwood Court
Winter Springs, FL 32708**

ARTICLE VI. PURPOSE

This corporation is organized for the purpose of providing consulting services to health care facilities regarding dietary department management issues and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE VII. DURATION

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but, shall never be less than one (1). The name of the initial director is: **Joseph S. Howell**

The names of the initial officers of the corporation are as follows:

President:	Joseph S. Howell
Vice President:	Joseph S. Howell
Secretary:	Joseph S. Howell
Treasurer:	Joseph S. Howell

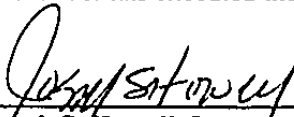
ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of October, 1986.



Joseph S. Howell, Incorporator

STATE OF: FLORIDA

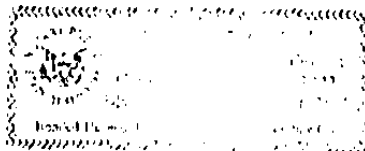
COUNTY OF: SEMINOLE

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 **Joseph S. Howell**, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he signed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of October, 1986.

Marjorie C. Hay
Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

J. Howell & Associates, Inc.

2. The name and address of the registered agent and office is:

**Joseph S. Howell
703 Clubwood Court
Winter Springs, FL 32708**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Joseph S. Howell

Date: 10-14-96