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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ANDOVER ASSOCIATES INC.

AUDIT NUMBER.....H96000016893

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

CERT. OF STATUS..0

PAGES..... 4

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1996

EMPIRE

SUBJECT: ANDOVER ASSOCIATES, INC.
REF: W96000025242

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Pamela Hall
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FAX Aud. #: H96000016893
Letter Number: 496A00054185

OF
ANDOVER ASSOCIATES, INC.

H96000016893

The undersigned incorporator under these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be Andover Associates, Inc.

ARTICLE II - ADDRESS

The principal mailing office of the corporation shall be 1515 South Flagler Drive, Suite 604, West Palm Beach, Florida 33401.

ARTICLE III - GENERAL PURPOSE

This corporation shall be authorized to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall be authorized to issue ten thousand (10,000) shares of common voting stock each of which shares shall have a par value of one dollar (US \$1.00).

ARTICLE V - REGISTERED AGENT

The initial registered agent of the corporation shall be John T. Paxman, Esq. whose registered office is located at: 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE VI - INCORPORATOR

The incorporator of this corporation and his address are as follows: John T. Paxman, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals: Francis B. Hertlhy, 1515 North Flagler Drive, Suite 604, West Palm Beach, Florida 33401.

ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these Articles of Incorporation.

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TALLAHASSEE, FLORIDA

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this December 2, 1996.

By: 
John T. Paxman
Incorporator

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

Pursuant to the provisions of §§ 607.0501 or 617.0501, 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: Andover Associates, Inc.
2. The name and address of the registered agent and office is:

John T. Paxman, Esq.
JOHN T. PAXMAN, P.A.
1601 Forum Place, Suite 801
West Palm Beach, Florida 33401

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.


John T. Paxman, Registered Agent

December 2, 1996

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