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G. BOOKER SCHMIDT, P.A.
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SUITE 402
TAMPA, FLORIDA 33629
813-837-1442
813-837-1512 FAX

December 31, 1996

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

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Re: Incorporation of Howland & Associates, Inc.

Dear Sir or Madam:

Enclosed are the following:

- 1. Original Articles of Incorporation of Howland & Associates, Inc., a for-profit corporation formed under the Florida Business Corporation Act and a duplicate original;
- 2. Certificate of Designation of Registered Agent and Office of Howland & Associates, Inc. and a duplicate original; and
- 3. Filing fees and registered agent designation.

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Please return a file-stamped original of the Articles of Incorporation and Certificate of Designation of Registered Agent and Office to me in the enclosed, self-addressed envelope.

Sincerely,

G. Booker Schmidt

Enclosures (6)

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Articles of Incorporation of Howland & Associates, Inc.

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The undersigned incorporator, to form a Corporation under the Florida . Business Corporation Act, adopts the following Articles of Incorporation:

Article 1

Name

The Corporation's name shall be Howland & Associates, Inc.

Article 2

Principal Office

The Corporation's principal place of business and mailing address shall be 803 Warren Road, Lutz, Florida 33549.

Article 3

Capital Stock

The Corporation is authorized to issue 10,000 shares of a single class of common stock.

Article 4

Initial Registered Agent and Address

The name and address of the Corporation's initial registered agent are D.S. Howland, 803 Warren Road, Lutz, Florida 33549.

Article 5

Incorporator

The name and address of the incorporator of these Articles of Incorporation are D.S. Howland, 803 Warren Road, Lutz, Florida 33549.

Article 6

Effective Date

The effective date of incorporation shall be January 1, 1997.

The undersigned has executed these Articles of Incorporation on December 31, 1996.

D.S. Howland, Incorporator

Certificate of Designation of Registered Agent and Office of Howland & Associates, Inc.

Under Section 607.0501 of the Florida Statutes, the Corporation, organized under Florida law, submits the following statement designating its registered agent and office in Florida:

- 1. The Corporation's name is Howland & Associates, Inc..
- 2. The name of the Corporation's registered agent is D.S. Howland and the address of the Corporation's registered office is 803 Warren Road, Lutz, Florida 33549.

D.S. Howland

Dated December 31, 1996

Having been named as registered agent to accept service of process for the Corporation at the address designated above, I accept this appointment as registered agent and agree to act in this capacity. I also agree to comply with all statutory provisions about the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as the Corporation's registered agent.

D.S. Howland

Dated December 31, 1996