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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 97 JAN 24 PM 3:47

Sunstate Research  
 Requestor's Name  
P97000007283  
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 \_\_\_\_\_  
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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Frank Weed & Associates, Inc  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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**ARTICLES OF INCORPORATION**  
**OF**  
**FRANK WEED & ASSOCIATES, INC.**

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**  
**Name and Principal Office of Corporation**

The name of this Corporation shall be Frank Weed & Associates, Inc. The initial mailing address of the Corporation shall be 1450 Madruga, Suite 405, Coral Gables, Florida 33146.

**ARTICLE II**  
**Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III**  
**Stock**

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV**  
**Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

H. William Walker, Jr.  
White & Case  
200 S. Biscayne Boulevard, Suite 4900  
Miami, Florida 33131

ARTICLE V  
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI  
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be White & Case, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be H. William Walker, Jr.

ARTICLE VII  
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one persons.

ARTICLE VIII  
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Frank C. Weed  
1450 Madruga, Suite 405  
Coral Gables, Florida 33146

ARTICLE IX  
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X  
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the

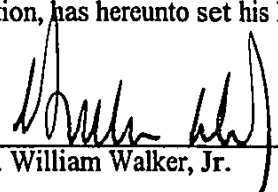
shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 23<sup>rd</sup> day of January, 1997.

By: \_\_\_\_\_

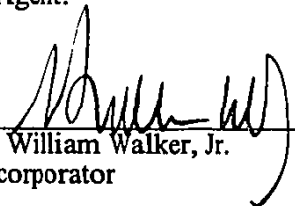
  
H. William Walker, Jr.

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

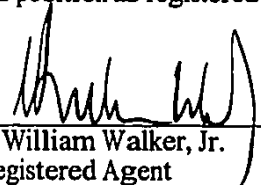
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In compliance with Florida Statutes Sections 48.091 and 607.0501 the following  
is submitted:

Frank Weed & Associates, Inc., desiring to organize as a corporation under the  
laws of the State of Florida, has designated White & Case, 200 S. Biscayne Boulevard, Suite  
4900, Miami, Florida 33131, as its initial Registered Office and has named H. William Walker,  
Jr., located at said address as its initial Registered Agent.

By:   
H. William Walker, Jr.  
Incorporator

Having been named Registered Agent for the above stated corporation, at the  
designated Registered Office, the undersigned hereby accepts said appointment and agrees to  
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said  
office. The undersigned further agrees to comply with the provisions of all statutes relating to  
the proper and complete performance of the undersigned's duties, and the undersigned is familiar  
with and accepts the obligations of the undersigned's position as registered agent.

By:   
H. William Walker, Jr.  
Registered Agent