

222 Lakeview Avenue  
Fourth Floor  
Post Office Box 3188  
West Palm Beach, Florida 33402-3188  
407/653-5000  
800/357-5192 (Florida Only)  
FAX 407/653-5333

Attorneys at Law in  
Milwaukee and Madison, Wisconsin  
West Palm Beach and Naples, Florida  
Phoenix, Arizona

*Quarles & Brady*

P97000009444

Direct Dial Number: (407) 653-5124

January 21, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

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-01/27/97--01017--002  
\*\*\*122.50 \*\*\*122.50

Re: Norris & Jones, Inc.

Dear Sir:

Enclosed is one original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our firm check in the amount of \$122.50.

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL	<u>\$122.50</u>

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DIVISION OF CORPORATIONS  
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Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY

Susan D. Bober  
Legal Assistant

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**ARTICLES OF INCORPORATION  
OF**

**NORRIS & JONES, INC.**

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
Name**

The name of the corporation is Norris & Jones, Inc.

**ARTICLE II  
Principal Office and Mailing Address**

The address of the principal office of the corporation is 102 N.E. 2nd Street, Suite 103, Boca Raton, Florida 33432.

**ARTICLE III  
Purposes**

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE IV  
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

**ARTICLE V  
Directors**

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

**ARTICLE VI**  
**Right to Purchase Own Shares**

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

**ARTICLE VII**  
**Registered Office and Agent**

The address of the initial registered office of the corporation is 102 N.E. 2nd Street, Suite 103, Boca Raton, Florida 33432, and the name of its initial registered agent at such address is Kaissar Chalhoub.

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator is Kaissar Chalhoub, 102 N.E. 2nd Street, Suite 103, Boca Raton, Florida 33432.

Executed this 21st day of January, 1997.

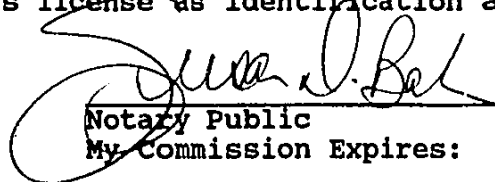


Kaissar Chalhoub, Incorporator

STATE OF FLORIDA     )  
                              ) SS  
PALM BEACH COUNTY    )

Personally appeared before me this 21st day of January, 1997 the above-named Kaissar Chalhoub. He is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)


  
Notary Public  
My Commission Expires:




**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND  
REGISTERED OFFICE FOR SERVICE OF PROCESS.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. That Norris & Jones, Inc., desiring to organize under the laws of the State of Florida, has named Kaissar Chalhoub, located at 102 N.E. 2nd Street, Suite 103, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.

  
Kaissar Chalhoub, Incorporator  
Dated: January 21, 1997

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate. The undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

  
Kaissar Chalhoub,  
Registered Agent

Dated: January 21, 1997

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