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GLICKMAN, WITTERS, MARELL AND JAMIESON

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1601 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CURTIS L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

CHARLES D. JAMIESON

TELEPHONE

(561) 478-1111

TELECOPIER

(561) 478-2433

February 3, 1997

Corporate Record Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

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-02/06/97--01042--011  
\*\*\*122.50 \*\*\*122.50

Reference: **STEADMAN & ASSOCIATES OF PALM BEACH, INC.**

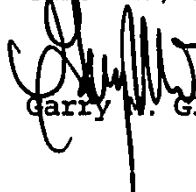
Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 for the certificate fee and \$35.00 for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS AND MARELL



Garry M. Glickman

GMG:jt  
Enclosures (as noted above)

FILED  
97 FEB -6 PM 3.07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

64 FEB -7 1997

**ARTICLES OF INCORPORATION**

**OF**

**STEADMAN & ASSOCIATES OF PALM BEACH, INC.**

The undersigned subscriber to these Articles of Incorporation, is a sole person competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is:

STEADMAN & ASSOCIATES OF PALM BEACH, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation is: Any business or business activity permitted under the laws of the State of Florida and the United States.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares this corporation is authorized to have outstanding at any one time is 500 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this corporation in the State of Florida is:

2381 Saratoga Bay Drive  
West Palm Beach, Florida 33409

The Registered Agent of the corporation at the Corporation's Registered Office is:

Charles Steadman

ARTICLE VI

PRINCIPAL CORPORATE OFFICE

The principal corporate office is:

2381 Saratoga Bay Drive  
West Palm Beach, Florida 33409

ARTICLE VII

DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Charles W. Steadman  
2381 Saratoga Bay Drive  
West Palm Beach, Florida 33409

ARTICLE IX

INCORPORATOR

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

Charles W. Steadman  
2381 Saratoga Bay Drive  
West Palm Beach, Florida 33409

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 24 day of January, 1997.



CHARLES W. STEADMAN, INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

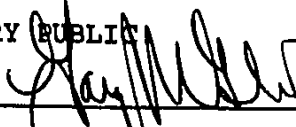
] ss:  
]

The foregoing instrument was acknowledged before me this 24th day of January, 1997 by Charles W. Steadman as incorporator of the afore-described Articles of Incorporation, who is personally known to me and did take an oath.

NOTARY PUBLIC

SIGN

PRINT



GARRY M. GLICKMAN



GARRY M. GLICKMAN  
MY COMMISSION # GC453440 EXPIRES  
July 2, 1999  
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA AT LARGE (SEAL)  
MY COMMISSION EXPIRES:

March

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 607.034, Florida Statutes, the following is submitted:

**STEADMAN & ASSOCIATES OF PALM BEACH, INC.**

desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 2381 Saratoga Bay Drive, West Palm Beach, Florida 33409 has named Charles W. Steadman as its agent to accept service of process within Florida.

Signature   
Charles W. Steadman

Title: Incorporator

Date: 1/24/97

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97 FEB -6 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature   
Charles W. Steadman

Date: 1/24/97