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TO: DIVISION OF CORPORATIONS

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FROM: TRIPP, SCOTT, CONKLIN & SMITH

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NAME: W.A. RUSSELL CO.

AUDIT NUMBER.....H97000002450

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

CERT. OF STATUS..0 PAGES..... 1

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W.A. RUSSELL CO.

ARTICLES OF INCORPORATION

The undersigned incorporator hereby creates and establishes a corporation pursuant to Florida law as follows:

I. NAME

The name of this corporation shall be
W.A. RUSSELL CO.

V. INCORPORATOR

The name and address of the incorporator hereof is:
DRAKE M. BATCHELDER
110 Southeast 6th Street, 28th Floor, Fort Lauderdale, Florida
33301.

II. PLACE OF BUSINESS

The principal place of business of this corporation shall be
1360 SOUTH OCEAN BLVD., SUITE 1404
POMFANO BEACH, FLORIDA 33062

VI. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of this
corporation shall be:
DRAKE M. BATCHELDER
110 Southeast 6th Street, 28th Floor, Fort Lauderdale, Florida
33301.

III. PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business for which corporations may be
incorporated under Florida law.

VII. AMENDMENT

These Articles of Incorporation may only be amended by the
Board of Directors (but only to the extent permitted by Florida
Statutes) or by the vote of shareholders holding a majority of
the issued and outstanding common stock of the corporation.

IV. COMMON STOCK

This corporation shall be authorized to issue
7,500

SHARES OF COMMON STOCK,
\$1.00 PAR VALUE,
each having one vote in all corporate affairs.

IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed as of
FEBRUARY 11, 1997


DRAKE M. BATCHELDER, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED hereby accepts and agrees to serve as Registered Agent of W.A. RUSSELL CO. and is familiar with, and
accepts the obligations of, that position as set forth in the Florida Business Corporation Act, including Section 607.0505 therein.


DRAKE M. BATCHELDER, REGISTERED AGENT

Prepared by: **Drake M. Batchelder, Esq.**
Fla. Bar No. 0117273
110 Southeast 6th Street, 28th Floor
Fort Lauderdale, FL 33301
954-525-7500

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