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February 21, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32311

Re: **HAROLD, LeROY & COMPANY, INC.**
Our File No.: 2/21/97/CO106

Dear Sir/Madam:

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-02/26/97--01050--006
****122.50 ****122.50

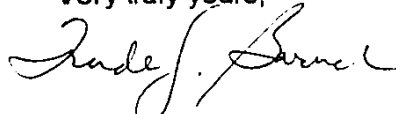
Enclosed herewith please find the following:

1. Original and one copy of the Articles of Incorporation of HAROLD, LeROY & COMPANY, INC.; and
2. Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served.

Also enclosed is a check #0311 in the sum of \$122.50 to cover the filing of the above documents. Please file the enclosed and forward the certified copy of the Articles of Incorporation to the undersigned as soon as possible in the self-addressed, stamped envelope enclosed for your convenience.

Thanking you in advance for your prompt attention to this matter, I remain

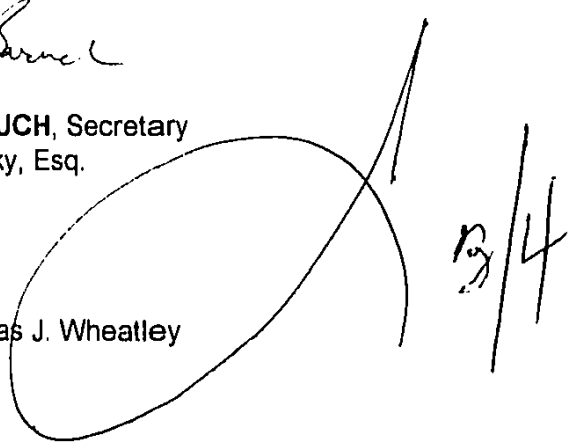
Very truly yours,



TRUDA G. BARUCH, Secretary
to Amy S. Wolsky, Esq.

/TGB
Encls.

cc: Mr. Thomas J. Wheatley



FILED
97 FEB 26 PM 12:02
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAROLD, LeROY & COMPANY, INC.

FILED
97 FEB 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation and Principal Office is:

HAROLD, LeROY & COMPANY, INC.

17816 71ST Lane, North, Loxahatchee, Florida 33470

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: CORPORATE PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17816 71ST Lane, North, Loxahatchee, Florida 33470 and the name of the initial registered agent of this corporation at that address is Thomas J. Wheatley.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially.

The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

THOMAS J. WHEATLEY

17816 71ST Lane, North, Loxahatchee, Florida 334 70

ARTICLE VIII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE IX: INCORPORATOR

The name and address of the person signing these articles is:

THOMAS J. WHEATLEY

17816 71ST Lane, North, Loxahatchee, Florida 33470

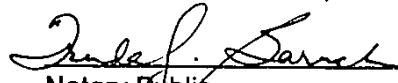
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 24, 1997.

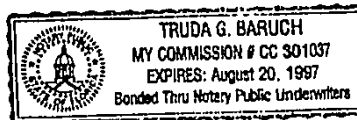

THOMAS J. WHEATLEY

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

Before me this day personally appeared **THOMAS J. WHEATLEY**, to me known, and known to me to be the person who executed the foregoing Articles of Incorporation of **HAROLD, LeROY & COMPANY, INC.** and acknowledged before me that he executed the same freely and voluntarily, and for the purposes contained therein.

WITNESS MY HAND AND SEAL this 24TH day of February, 1997.


Notary Public
State of Florida at Large
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **HAROLD, LeROY & COMPANY, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named **THOMAS J. WHEATLEY**, located at 17816 71st Lane North, Loxahatchee, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


THOMAS J. WHEATLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA