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TELEPHONE  
813/ 822-4131

February 27, 1997

Via Airborne Express  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: BIRCHWOOD CORPORATION  
New Incorporation


Dear Ladies and Gentlemen:

I am enclosing duplicate originals of the Articles of Incorporation for the referenced new Florida Corporation, together with a check payable to the Department of State for the following:

\$ 35.00	Filing Fee
\$ 35.00	Resident Agent fee
\$ 4.00	Capital stock tax @ \$4.00/\$1,000.00 par
<u>\$ 8.75</u>	Certification of Status fee
\$ 82.75	

Please advise provide me a certificate of Status of the corporation immediately after the filing of these articles.

Sincerely,



Carl A. Schuh

CAS/id  
Encls

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BIRCHWOOD CORPORATION**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**NAME**

The name of this corporation shall be BIRCHWOOD CORPORATION.

**DURATION**

The duration of this corporation shall be perpetual.

**PURPOSE**

The purpose of this corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**CAPITAL STOCK**

The corporation is authorized to issue One Thousand shares of capital stock, all of one class, at One Dollar par value per share.

**PRINCIPAL OFFICE/REGISTERED AGENT - ACCEPTANCE**

The name and address of the initial registered agent and office and the address of the principal office of the corporation are as follows:

REGISTERED AGENT	NICHOLAS E. MILIN
NAME AND ADDRESS:	2010 East Vina Del Mar BV St. Pete Beach, FL 33706

PRINCIPAL CORPORATE OFFICE:	2010 East Vina Del Mar BV St. Pete Beach, FL 33706
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By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

**INCORPORATORS**

The name and address of the Incorporator(s) signing these Articles of Incorporation are: NICHOLAS E. MILIN, 2010 East Vina Del Mar BV, St. Pete Beach, FL 33706

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CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF HILLSBORO, FLORIDA

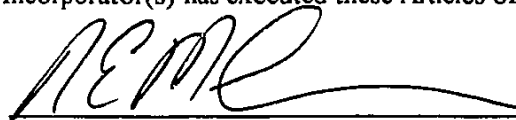
### AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any amendment thereto, and any rights conferred upon the shareholders is subject to this reservation.

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase the shares of stock in this corporation that may from time to time be issued (whether or not now authorized), including shares from the treasury of the corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of any treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of the shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation. The shareholders may, by agreement, create additional rights to purchase shares from one another.

*In Witness Whereof*, the undersigned Incorporator(s) has executed these Articles of Incorporation this \_\_\_\_\_ day of February, 1997.

  
INCORPORATOR

### ACCEPTANCE BY REGISTERED AGENT:

Having been designated as resident agent for the above-named corporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept all of the duties imposed upon me by law.

  
REGISTERED AGENT

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