



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington Delaware 19801-1151 • Telephone (302) 575-0440 • Fax (302) 575-1346

PA7000021777

February 25, 1997
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/04/97--01074--004
*****70.00 *****70.00

RE: Russ Morley & Associates, Inc.
P3346917RUMOR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Russ Morley & Associates, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

3/12

FILED
97 MAR -4 PM 9:33
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF

Russ Morley & Associates, Inc.

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be Russ Morley & Associates, Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 17457 Se Indian Hills Dr., Tequesta FL 33469.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act, including marketing.
- FIFTH: The total authorized stock of this corporation is divided into 1 share(s) at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Noel Morley 17457 Se Indian Hills Dr., Tequesta, FL 33469.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
- Wendy Snow - 1313 N. Market Street
Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 24th day of February 1997.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of February, 1997, by Wendy Snow.

Notary Public

This document was prepared by: Wendy Snow, 1313 Market Street,
Wilmington, DE 19801 (302) 575-0440

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

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