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April 4, 1997

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Loch & Associates, Inc.

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-04/10/97--01067--001
***122.50 ***122.50

Dear Sir/Madam:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of said corporation. Also enclosed is my firm's check payable to the Department of State in the amount of \$122.50 to cover the costs of filing said corporation with the Secretary of State.

Please send verification of filing and certified copy of Articles of Incorporation to our office at the above address. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,

Debbie Jamski

Debbie Jamski
Legal Assistant

/daj
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 10 AM 9:14

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**Articles of Incorporation
of
Loch & Associates, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 10 AM 9:14

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of this corporation shall be:

LOCH & ASSOCIATES, INC.

ARTICLE II - Principal Office and Mailing Address

The principal office of the corporation is located at 2124 Silver Leaf Court, Longwood, Florida 32779, and the mailing address of the corporation is 2124 Silver Leaf Court, Longwood, Florida 32779.

ARTICLE III - Initial Registered Office and Agent

The name of the initial registered agent of this corporation is E. Paul Loch, and the street address of the initial registered office of this corporation is 2124 Silver Leaf Court, Longwood, Florida 32779.

ARTICLE IV - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE VI - Effective Date and Term of Existence

The effective date upon which this corporation shall come into existence shall be April 10, 1997, and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE VII - Directors

A. *The initial number of directors of this corporation shall be one (1).*

B. *The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.*

C. *Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.*

D. *Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.*

E. *The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:*

<u>Name</u>	<u>Street Address</u>
E. Paul Loch	2124 Silver Leaf Court Longwood, FL 32779

F. *Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.*

G. *In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.*

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these articles are:

Name

Street Address

E. Paul Loch

2124 Silver Leaf Court
Longwood, FL 32779

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.


ARTICLE X - Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

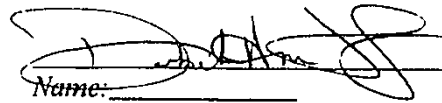
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of April, 1997.


E. PAUL LOCH

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 4th day of April, 1997, by E. Paul Loch, who is personally known to me or who has produced L200-215-46040 as identification and who did (did not) take an oath.


Name: _____
Notary Public



DEBORAH ANN JAMSKI
My Commission CC609957
Expires Nov. 14, 1999

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of LOCH & ASSOCIATES, INC., and state that I am familiar with, and accept the obligation of this position.


E. PAUL LOCH