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EUGENE M. UNDERBERG

Attorney At Law

521 Lake Avenue
Lake Worth, Florida 33460
(561) 585-0000

April 24, 1997

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

400002157684--4
-04/29/97--01022--005
*****70.00 *****70.00

RE: SCHUMACHER ASSOCIATES, INC.

Dear Sir:

I enclose two (2) original Articles of Incorporation of Schumacher Associates, Inc., for filing. I have also enclosed a check in the amount of \$70.00 to cover the expenses of same.

Would you please return one copy of the articles to the above address.

Thank you for your cooperation.

Sincerely yours,

Eugene M. Underberg

Eugene M. Underberg
EMU/jau
Encl:

cc 4/30/97

ARTICLES OF INCORPORATION
OF
SCHUMACHER ASSOCIATES, INC.

STATE OF FLORIDA
JAN 22 1962

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation, organizing under the laws of the State of Florida, by and under the provisions of the laws of said State, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

FIRST: The name of the corporation shall be:

SCHUMACHER ASSOCIATES, INC.

Its business shall be carried on in Palm Beach County, Florida, and also within and without the State of Florida and in the United States of America and foreign countries, as may from time to time be deemed advisable, desirable and expedient.

SECOND: The principal place of business of the corporation shall be in Palm Beach County, Florida, at:

224 Caribe Court
West Palm Beach, Florida 33413

THIRD: The general purpose of the business and it's objects are to do any of the things mentioned in this document as fully and to the same extent as a natural person might or could do.

1. This corporation is formed for the purpose of providing financial inventories and control and cost systems.

2. To maintain offices in connection with

said business and to build or construct buildings in connection with said business.

3. In general, to carry on any lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of it's properties.

4. To acquire or undertake all or any part of the business assets and liabilities of any person, firm or association or corporation.

5. This corporation may purchase, lease or otherwise acquire, hold, mortgage, convey and assign real or personal property, and do all or any acts herein set forth within or without the State of Florida.

6. To manage, supervise, operate, control, lease, and sublet apartments, offices, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

7. To manufacture, purchase or otherwise acquire and to own and mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade, deal in with goods, wares, merchandise and other personal property of every class and description whatsoever.

8. To buy, sell manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitable.

9. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capitol stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stock or bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote thereon for any all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the corporation laws of the State of Florida.

10. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

11. To act as financial, business and purchasing agent for domestic and foreign corporation, individuals, partnership, associations, state governments and other bodies.

12. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent, of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore,

relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

13. To borrow money and contract debts when necessary for the transaction of it's business or the exercise of it's corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for property acquired, or for any other objects or purposes of the corporation or for any of the objects of it's business.

14. To have one or more offices, conduct it's business and promote it's objectives within and without the State of Florida without restrictions as to place or amount.

15. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objectives enumerated in this Certificate of Incorporation or any amendments thereof.

16. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

17. Any meeting of the stockholders or directors may be held within or without the State of Florida at

such places as the bylaws or the Board of Directors may designate.

18. The corporation may keep the books and records of the company outside of the State of Florida except as may otherwise be provided by law.

19. Subject to the provisions of law, the corporation may purchase or otherwise acquire, hold and reissue the shares of it's capitol stock.

20. To make bylaws not inconsistent with the laws of the United States, the State of Florida or with these Articles of Incorporation.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding at any time shall be one hundred (100) shares at One Dollar per share par value. The capitol stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or service may be purchased or paid for with the capitol stock at a just valuation of said property, labor or services to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the corporation, in return for the issuance of it's capitol stock and said purchases shall be on such basis and for consideration as the directors of the corporation may decide.

FIFTH: The amount of capital with which the corporation may begin business shall not be less than One

Thousand (\$1,000.00) Dollars.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The affairs of the corporation shall be conducted by a Board of Directors of not less than one (1) director who need not be a stockholder.

EIGHTH: The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the bylaws and the laws of the State of Florida, shall hold office for the first year of the corporations existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
JOHN SCHUMACHER	224 Caribe Court West Palm Beach, FL 33413
DORIS A. SCHUMACHER	224 Caribe Court West Palm Beach, FL 33413

NINTH: The initial shares of the corporation shall be issued to the following persons and corporations in the following amounts: JOHN SCHUMACHER and DORIS A. SCHUMACHER, his wife, --Ten (10) shares.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the bylaws.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed, mortgage liens upon the property of the corporation.

ELEVENTH: The original incorporator of the

corporation shall have the right upon it's organization to assign and deliver his subscription of stock as set forth in the Article Ninth hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capitol stock of the corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida.

TWELFTH: The number of directors of the corporation may be increased or decreased to not less than one. The bylaws may prescribe the number of directors necessary to constitute a quorum of the Board of Directors, which number may be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors through death, resignation or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of the majority of the remaining directors. In case of any increase of the number of directors, the additional directors shall be elected by the affirmative vote of the directors then in office.

THIRTEENTH: These Articles of Incorporation may be altered or amended by a majority vote of the shareholders at any meeting of the shareholders.

FOURTEENTH: The business of the corporation shall be conducted by a Board of Directors as above mentioned as may be provided by the bylaws and the following officers, to wit: President; Vice President; Secretary and Treasurer, providing

that the same person may hold any or all of said offices. The members of the Board of Directors shall be elected at the annual meeting of the shareholders, each and every year to be held during the month of July, and the officers shall be elected by the Board of Directors.

The names and post office addresses of the officers of the corporation until the election at the first annual election of officers and their qualifications are as follows:

President: JOHN SCHUMACHER	224 Caribe Court West Palm Beach, FL 33413
Secretary: DORIS A. SCHUMACHER	224 Caribe Court West Palm Beach, FL 33413
Treasurer: DORIS A. SCHUMACHER	224 Caribe Court West Palm Beach, FL 33413

FIFTEENTH: The highest amount of indebtedness or liability to which this corporation can at any time subject itself is unlimited.

SIXTEENTH: The Registered Agent of said corporation shall be Eugene M. Underberg, a resident of Palm Beach County, Florida. The registered office of the corporation shall be at 521 Lake Avenue, Suite 11, Lake Worth, Florida 33460.

FILED
STATE
CORPORATE

97 APR 22 PM 2:10

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER AND
REGISTERED AGENT HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 24th DAY OF APRIL, 1997.

Eugene M. Underberg
Registered Agent
EUGENE M. UNDERBERG
John Schumacher
Subscriber
JOHN SCHUMACHER
Doris A. Schumacher
Subscriber
DORIS A. SCHUMACHER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation, was acknowledged
before this 24th day of April, 1997 by EUGENE M. UNDERBERG, who
is personally known to me and by JOHN SCHUMACHER who produced
Florida Driver's License Number S526-463-38-140-0as
identification and DORIS A. SCHUMACHER who produced Florida
Driver's License Number S526-161-43-140-0 as identification.



(SEAL)

DARLENE C. LAMBERT
MY COMMISSION # CC473073 EXPIRES
June 15, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

Darlene C. Lambert
Notary Public
Name of Notary:
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Eugene M. Underberg
EUGENE M. UNDERBERG
Registered Agent