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ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE - SUITE 600

WEST PALM BEACH, FLORIDA 33401-4323

(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

FILED

97 JUN 18 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

RUTH E. McMAHON
BOARD CERTIFIED
The Florida Bar
WILLS, TRUSTS & ESTATES

E-Mail: REM@arnstein.com

June 17, 1997

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002216111--0
-06/18/97--01088-006
*****78.75 *****78.75

RE: Girette & Associates, Inc.

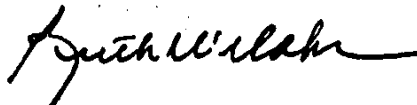
Dear Department of State:

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. I have attached our firm check in the sum of \$78.75 which represents the filing fee and Certificate. Please return all documents to me in the enclosed Federal Express envelope.

Should you have any questions, please contact the undersigned at the above number. Thank you for your attention to this matter.

Very truly yours,

ARNSTEIN & LEHR



(Ms.) Ruth E. McMahon

REM/lkd
Enclosures
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PH
6/19/97

**ARTICLES OF INCORPORATION
OF
GIRETTE & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are signed by the incorporator for the purposes of forming a profit corporation pursuant to the provisions of Florida Statutes Chapter 607, as amended, as follows:

ARTICLE I

The name of the corporation is GIRETTE & ASSOCIATES, INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed.

ARTICLE III

The street address of the principal office of the corporation is 1800 Embassy Drive, Suite 114, West Palm Beach, FL 33401.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 5,000, all of which shall be Common Shares. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 515 North Flagler Drive, Suite 600, West Palm Beach, FL 33401. The initial registered agent for the Corporation at that address is Ruth E. McMahon.

ARTICLE VI

The name and address of the incorporator are as follows

Ruth E. McMahon
1800 Embassy Drive, #114
West Palm Beach, FL 33401

ARTICLE VII

The duration of the corporation is perpetual.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1997.


RUTH E. McMAHON

GIRETTE & ASSOCIATES, INC.
ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GIRETTE & ASSOCIATES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


RUTH E. McMAHON

Date: June 17th, 1997

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