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TRANSMITTAL LETTER

DATE: July 16, 1997

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

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SUBJECT: Howard & Spillman, Inc.

Enclosed is the signed original and two (2) copies of the Articles of Incorporation for Howard & Spillman, Inc. Also please find a check in the amount of One Hundred Twenty Two dollars and 50/xx (\$122.50) for the filing and certified copy fees.

Time is of the essence in filing these articles. As such, enclosed please find a Federal Express Airbill, addressed to this office. Please process these articles immediately and return them via Federal Express as soon as possible.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.



Marc Anthony Douthit, Esq.  
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Suite 950  
Miami, FL 33161  
(305) 892-4535

FILED  
97 JUL 22 AM 11:40  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TAM. 7/24/97

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97 JUL 22 AM 11:40

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Howard & Spillman, Inc.

The undersigned incorporator/subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I. Name

The name of the corporation shall be Howard & Spillman, Inc. The principal place of business and the mailing address of this corporation shall be 11818 SW 100th Terrace, Miami, Florida 33186.

Article II. Term of Existence

This corporation shall have perpetual existence and shall be deemed to have commenced its corporate existence on the date of the filing of these Articles of Incorporation.

Article III. Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV. Capital Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$.10 per share.

Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to the Florida Statutes, as amended from time to time.

Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

Article VII. Registered Agent

The street address of the initial registered agent of the corporation shall be 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 and the name of the initial registered agent of the corporation at that address is Marc Anthony Douthit, Esquire.

Article VIII. Directors and Officers

The initial directors of the company shall be as follows:

Barbara Howard

John Spillman

The initial officers of the corporation shall be

Barbara Howard, President and Treasurer

John Spillman, Vice-President and Secretary

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of incorporation is:

Barbara Howard, 11818 SW 100th Terrace, Miami, FL 33186

#### Article X. Powers

The corporation shall have the following powers:

a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;

b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;

c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;

d. To purchase, take, receive, lease or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

f. To lend money to, and use its credit to assist its officers and employees in accordance the Florida Statutes.

g. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other

government, state, territory, governmental district, or municipality or of any instrumentality thereof;

h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

i. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;

m. To make donations for the public welfare or for charitable, scientific or educational purposes;

n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and

for any or all of the directors, officers, and employees of its subsidiaries;

p. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

q. To have and exercise all powers necessary or convenient to effect its purposes.

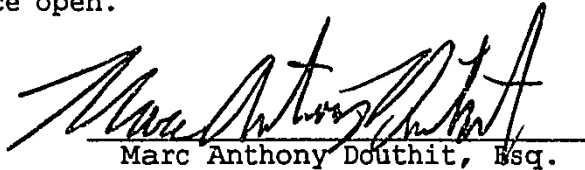
Executed this 18 day of July, 1997.

  
Barbara Howard, Incorporator

ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, Howard & Spillman, Inc., with its principal offices located at 11818 SW 100th Terrace, Miami, FL 33186, has named Marc Anthony Douthit, Esq. whose address is 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 as its agent to accept process within the State.

ACKNOWLEDGMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
Marc Anthony Douthit, Esq.

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