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ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
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October 28, 1997

Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

70000233547--7
-10/30/97--01020--008
*****70.00 *****70.00

Re: Weatherbee Associates, Inc.

To Whom It May Concern:

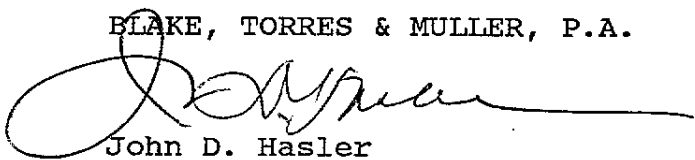
Please find enclosed original and one copy of Articles of Incorporation of Weatherbee Associates, Inc. for filing, together with a bank money order for \$70.00.

Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is appreciated.

Yours truly,

BLAKE, TORRES & MULLER, P.A.


John D. Hasler
For the Firm
JDH/paf

Enclosure

FILED
97 OCT 30 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WEATHERBEE ASSOCIATES, INC.

FILED
97 OCT 30 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is WEATHERBEE ASSOCIATES, INC.

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purpose of investing in and developing real property in St. Lucie County, Florida. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with each share having a par value of One Hundred Dollars (\$100.00).

ARTICLE V

The corporation shall have two directors. The directors are:

SANJIV WALIA, M.D.
2215 Nebraska Ave.
Suite 1F-2
Fort Pierce, FL 34950

RAMESH NAYYAR
2580 Rhode Island Ave.
Fort Pierce, FL 34947

The directors will serve until the first election of directors, under the provisions set forth in the corporate by-laws to be adopted at the organizational meeting following acceptance of the Articles of Incorporation by the Corporate Department of the

Department of State.

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

SANJIV WALIA, M.D.
2215 Nebraska Ave.
Suite 1F-2
Fort Pierce, FL 34950

RAMESH NAYYAR
2580 Rhode Island Ave.
Fort Pierce, FL 34947

ARTICLE VII

The address of the initial registered office shall be 2215 Nebraska Avenue, Suite 1F-2, Fort Pierce, Florida and the initial registered agent at that address is SANJIV WALIA.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any amendment under the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 28th day of October 1997.

Sanjiv Walia
SANJIV WALIA

Ramesh N. Nayyar
RAMESH NAYYAR

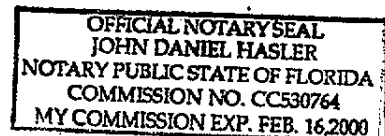
STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

SUBSCRIBED AND SWORN TO BEFORE ME this 28th day of October, 1997,
by SANJIV WALIA, personally known to me to be the signers hereof.
AND RAMESH NAYYAR,

John Daniel Hasler
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted:

That WEATHERBEE ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with the principal office of the Corporation at 2215 Nebraska Avenue, Suite 1F-2, Fort Pierce, Florida, has named SANJIV WALIA at said address as its agent to accept service of process in the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the aforementioned Corporation, WEATHERBEE ASSOCIATES, INC., at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.

Sanjiv Walia

SANJIV WALIA, Registered Agent

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

Sworn to and subscribed before me this 28 day of October, 1997, by **SANJIV WALIA**, known to me to be the person who executed this Acknowledgement.

[Signature]

NOTARY PUBLIC
State of Florida At Large

My Commission Expires:

