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December 8, 1997

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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation on J.P. Roy Associates, Inc.
Please return a stamped copy at your earliest convenience. My check in the amount of \$122.50
is enclosed.

Sincerely,



John P. Roy
11211 Prosperity Farms Rd, #210C
Palm Beach Gardens, FL 33410

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 12-12-97

ARTICLES OF INCORPORATION
OF
J.P. ROY ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

- FIRST: The name of the corporation is J.P. ROY ASSOCIATES, INC.
- SECOND: The period of its duration is perpetual.
- THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.
- FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.
- FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.
- SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

JOHN P. ROY
11211 PROSPERITY FARMS RD. #210C
PALM BEACH GARDENS, FL 33410

- SEVENTH: The name and address of the incorporator is:

JOHN P. ROY
11211 PROSPERITY FARMS RD. #210C
PALM BEACH GARDENS, FL 33410

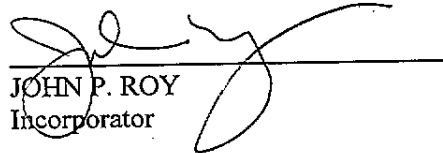
EIGHTH: The name and address of the initial registered agent and the initial registered office
is:

JOHN P. ROY
11211 PROSPERITY FARMS RD. #210C
PALM BEACH GARDENS, FL 33410

NINTH: The principal office and mailing address of the corporation is:

J.P. ROY ASSOCIATES, INC.
11211 PROSPERITY FARMS RD. #210C
PALM BEACH GARDENS, FL 33410

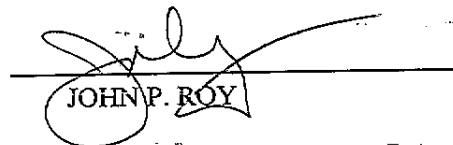
DATED: December 8, 1997


JOHN P. ROY
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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


JOHN P. ROY