

P98000001583

George A. Metanias  
980 North Federal Highway  
Suite #415  
Boca Raton, Florida 33432

December 30, 1997

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-01/05/98--01052--010  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

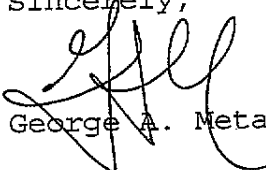
Re: Westward Management, Inc.

Gentlemen:

Enclosed please find the original and one copy of both the Articles of Incorporation for Westward Management, Inc. and the Certificate and Acknowledgment of Registered Agent.

Also enclosed is a check in the amount of \$122.50 to cover the following: Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation, and the Filing Fee for Registered Agent Certificate for the above named corporation.

Sincerely,

  
George A. Metanias

Enclosure

FILED  
98 JAN -5 PM 4:03  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

YAM  
1-7-98

ARTICLES OF INCORPORATION  
OF  
WESTWARD MANAGEMENT, INC.

FILED  
98 JAN -5 PM 4:03  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator, does hereby form this corporation under and pursuant to the laws of the State of Florida for the purposes hereinafter stated, and does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE 1

The name of this corporation is WESTWARD MANAGEMENT, INC.

ARTICLE 2

This corporation shall have perpetual duration and succession in it's corporate name unless dissolved according to Florida law.

ARTICLE 3

The objects and purposes for which this corporation is formed are as follows:

- A. To engage in any lawful activities;
- B. To transact any lawful business; and
- C. To have and to exercise as desired any and all rights, privileges, powers, immunities, and authority, and to do any acts and things, to the fullest extent permitted by law.

ARTICLE 4

This corporation shall have only ONE (1) class of stock.

The aggregate number of shares which this corporation is authorized to issue is ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) Par Value Common Stock.

Each share of Common Stock issued by this corporation shall have the right of ONE (1) Vote.

#### ARTICLE 5

This corporation shall have a Board of Directors consisting of ONE (1) member initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but said number of directors shall never be less than ONE (1). The members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

The business and affairs of this corporation shall be managed and conducted under the authority and direction of its Board of Directors.

The initial Director shall serve until the first annual meeting of the shareholders or until his successors are elected and shall qualify. The name and address of the initial Director is as follows:

George A. Metanias  
980 N. Federal Highway, Suite 415  
Boca Raton, Florida 33432

#### ARTICLE 6

The Board of Directors of this corporation may, from time to time, adopt such By-Laws, as well as amend, alter, modify, or rescind the same, as the Board of Directors may deem appropriate for the conduct, management, direction, and administration, of the business and affairs of this corporation.

#### ARTICLE 7

The initial principal office and mailing address of this corporation is:

980 N. Federal Highway  
Suite 415  
Boca Raton, Florida 33432

#### ARTICLE 8

The name of the initial Registered Agent and the address of the initial Registered Office of this corporation is:

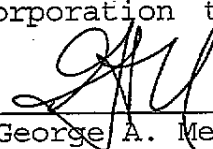
George A. Metanias  
980 N. Federal Highway  
Suite 415  
Boca Raton, Florida 33432

ARTICLE 9

The name and address of the Incorporator of this corporation, who is a natural person over TWENTY-ONE (21) years of age, is SUI JURIS, and is a citizen of the United States, is:

George A. Metanias  
980 N. Federal Highway  
Suite 415  
Boca Raton, Florida 33432


IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 30th day of December, 1997.

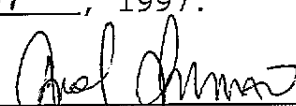
  
George A. Metanias  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that before me this day personally appeared George A. Metanias, who produced identification and is known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 30<sup>th</sup> day of December, 1997.

 Carol Inman  
My Commission CC654608  
Expires June 10, 2001

  
Notary Public  
State of Florida

My Commission Expires: 6-10-2001

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

FILED  
98 JAN -5 PM 4:03  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

WESTWARD MANAGEMENT, INC.

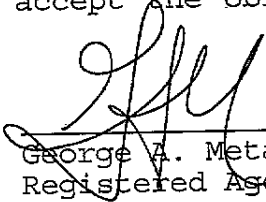
Pursuant to Florida Statutes, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 980 N. Federal Highway, Suite 415, Boca Raton, Florida 33432, has named George A. Metanias, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as the Registered Agent for the above stated corporation at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of that position.

DATE: Dec. 30, 1997

  
George A. Metanias  
Registered Agent