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DEAN, MEAD & MINTON
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2757
FORT PIERCE, FLORIDA 34934-2757

1903 SOUTH 25TH STREET
SUITE 200
FORT PIERCE, FLORIDA 34947

(561) 464-7700
(561) 562-7700
FAX (561) 464-7877

January 12, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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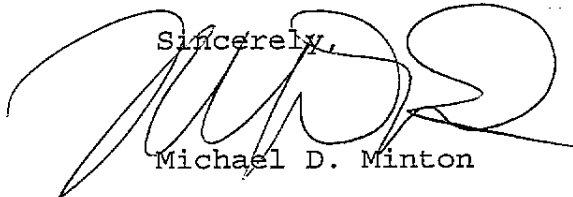
Re: Articles of Incorporation of Prescott Group, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Prescott Group, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,



Michael D. Minton

Enclosures (3)

cc: Robert P. Birkfeld

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98 JAN 14 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRESCOTT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be PRESCOTT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 9 Mandalay Road, Stuart, Florida 34996. The mailing address of the Corporation shall be 9 Mandalay Road, Stuart, Florida 34996.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000), of which one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and nine thousand (9,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 9 Mandalay Road, Stuart, Florida 34996. The Board of Directors may from time to time move the registered office to any other address in Florida.

The name of the initial registered agent of this Corporation at that address is Robert P. Birkfeld. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Robert P. Birkfeld	9 Mandalay Road Stuart, FL 34996

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
Robert P. Birkfeld	9 Mandalay Road Stuart, FL 34996

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually.

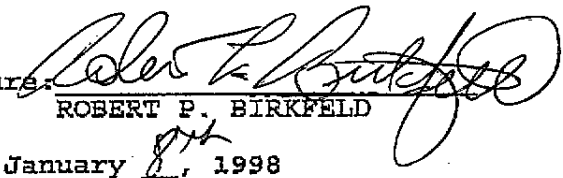
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Fort Pierce, Florida, this 8th day of January, 1998.


ROBERT P. BIRKFELD

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
ROBERT P. BIRKFELD
Date: January 8th, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA