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P98000005754

January 5, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:30

RE: ARTICLES OF INCORPORATION FOR COMMONWEALTH ASSOCIATES,
INC.

800002395789--8
-01/09/98--01080--004
****122.50 ****122.50

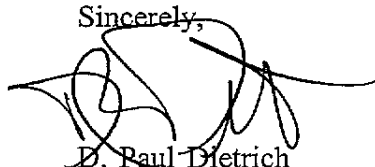
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for COMMONWEALTH ASSOCIATES, INC. along with an original and one copy of the Certificate of Designation for Registered Agent/Registered Office.

We are requesting that the Articles be filed, as appropriate. Enclosed please also find our check in the amount of \$122.50 representing the \$70.00 filing fee and \$52.50 for a certified copy of the Articles of Incorporation.

We thank you in advance for your assistance. Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Sincerely,



D. Paul Dietrich

DPD/lrh

cc: Joseph Barnes, President (w/o enc.)

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W98-724 RP
01-30-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1998

STUMP, STOREY & CALLAHAN, P.A.
POST OFFICE BOX 3388
ORLANDO, FL 32802-3388

SUBJECT: COMMONWEALTH ASSOCIATES, INC.
Ref. Number: W98000000724

We have received your document for COMMONWEALTH ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 898A00001700

ARTICLES OF INCORPORATION

OF

COMMONWEALTH PARTNERSHIP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:30

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLES I
NAME**

The name of the corporation shall be: COMMONWEALTH PARTNERSHIP, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

600 Market Street
Suite 310
Celebration, Florida 34747

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000.00.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

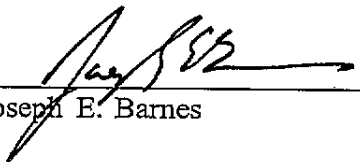
Joseph E. Barnes
600 Market Street
Suite 310
Celebration, Florida 34747

**ARTICLE V
INCORPORATORS**

The name and street address of the Incorporator(s) to these Articles of Incorporation is:

Joseph E. Barnes
600 Market Street
Suite 310
Celebration, Florida 34747

The undersigned incorporator(s) has executed these Articles of Incorporation this 19th
day of January, 1998.



Joseph E. Barnes

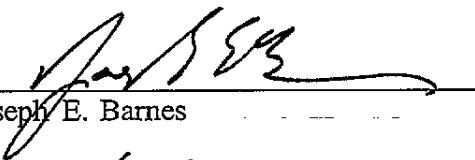
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is COMMONWEALTH PARTNERSHIP, INC..
2. The name and address of the registered agent and office is:

Joseph E. Barnes
600 Market Street
Suite 310
Celebration, Florida 34747

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Joseph E. Barnes



Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:30