

P9800041568



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806085 83321A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 4, 1998

ORDER TIME : 4:42 PM

ORDER NO. : 806085-005

CUSTOMER NO: 83321A

CUSTOMER: Pamela S. Mann, Legal Asst
HARVEY WADDELL & MONAHAN

101 North J Street, Suite 1

Lake Worth, FL 33460

100002510781--3

DOMESTIC FILING

NAME: ~~IRWIN ENTERPRISES, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2545
W98-10055

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 3:14

RECEIVED
98 MAY 15 AM 9:37
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: IRWIN ENTERPRISES, INC.
Ref. Number: W98000010055

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RESUBMIT

Please give original
submission date as file date.

We have received your document for IRWIN ENTERPRISES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 898A00024577

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ARTICLES OF INCORPORATION

OF

IRWIN SPECIALTIES, INC.

ARTICLE I

The name of the corporation shall be **IRWIN SPECIALTIES, INC.**

ARTICLE II

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of the corporation shall consist of ONE THOUSAND shares of (\$1.00) par value common stock, payable in lawful money of the United States of America, or in property, labor or services. The capital stock shall be sold, assigned, issued and transferred only in accordance with such by-laws as the corporation may from time to time make, change or alter, with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation and which shall be a lien thereon superior to all other liens or claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of the corporation shall be at 401-E Sabal Ridge Circle, Palm Beach Gardens, Florida, , 33418 and the name of the initial registered agent of the corporation at such address is GEORGE E. IRWIN.

The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch offices and establishments at other places in the State of Florida or in other states of the United States.

ARTICLE VI

The number of directors of this corporation shall be two (2) initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

The name and address of each of the directors who, subject to the by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George E. Irwin	401-E Sabal Ridge Circle Palm Beach Gardens, FL 33418
Doris C. Irwin	401-E Sabal Ridge Circle Palm Beach Gardens, FL 33418

ARTICLE VIII

The name and address of the incorporator as follows:

NAME
Doris C. Irwin

ADDRESS
401-E Sabal Ridge Circle
Palm Beach Gardens, FL 33418

ARTICLE IX

The officers of this corporation shall be established and shall hold office as provided in the by-laws of this corporation.


ARTICLE X

The regulation of the business and the conduct of the affairs of this corporation, and the provisions creating, dividing, limiting or otherwise affecting the powers of this corporation, and the fixing of compensation for the officers of this corporation whether such officers be directors or not, are vested in the Board of Directors, whose powers are set forth in the Articles of Incorporation and in the By-laws of this corporation. Authority to alter, amend, change or otherwise affect these Articles of Incorporation, the affairs of the corporation, or in any way to change the nature of the organization, the personnel, or the conduct of the business shall be granted by and through the power set forth in these Articles of Incorporation and in the By-laws of this corporation and as provided by law.

ARTICLE XI

Every director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 1998.

 (SEAL)
Doris C. Irwin

STATE OF FLORIDA

COUNTY OF PALM BEACH

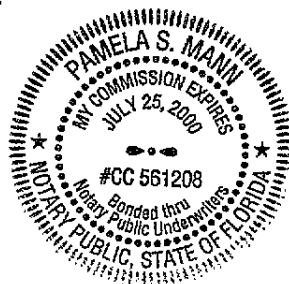
On this day personally appeared before me, a Notary Public, in and for the State of Florida at Large, DORIS C. IRWIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and DORIS C. IRWIN acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida, this 1st day of May, 1998.



Notary Public

My Commission expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE

AND REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 3:14


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That IRWIN SPECIALITIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 401-E Sabal Ridge Circle, Palm Beach Gardens, FL, 33418, does hereby designate 401-E Sabal Ridge Circle, Palm Beach Gardens, FL, 33418 as its registered office and designates GEORGE E. IRWIN as its registered agent at said address to accept service of process within this state.


DORIS C. IRWIN
Incorporator

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


GEORGE E. IRWIN
Registered Agent