

5/20/98

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: F. STUART

AUDIT NUMBER.....H98000009466

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA 5/20/98

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ARTICLES OF INCORPORATION  
OF

F. STUART DARROW, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 20 PM 12:59

FILED

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby subscribes and forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is: F. STUART DARROW, P.A. and its principal office and mailing address is: 21878 Old Bridge Trail, Boca Raton, Florida 33428.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in Legal, Insurance Consulting and Investment Services permitted under the laws of the United States and of this state.

ARTICLE III: CAPITAL STOCK

The total number of shares of capital stock authorized is One Hundred (100) shares, which shares shall have a par value of One Dollar (\$1.00) per share. Such stock shall be issued under the provisions of Section 1244 of the Internal Revenue Code.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value.

ARTICLE IV: DIRECTORS AND OFFICERS

The initial directors and officers of this corporation are: Fred Stuart Darrow, 21878 Old Bridge Trail, Boca Raton, Florida 33428 and Arline M. Darrow, 21878 Old Bridge Trail, Boca Raton, Florida 33428.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

Jon G. Mazer  
Mazer & Associates  
6100 Glades Road, Suite 310  
Boca Raton, Florida 33434  
(561) 451-9550

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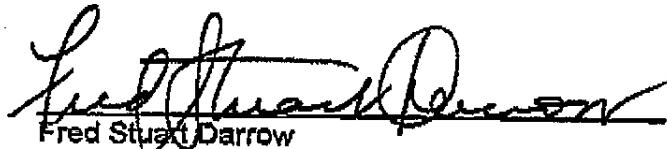
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ARTICLE VI: REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and registered office is Fred Stuart Darrow, 21878 Old Bridge Trail, Boca Raton, Florida 33428.

The sole incorporators of this corporation are Fred Stuart Darrow, 21878 Old Bridge Trail, Boca Raton, Florida 33428 and Arline M. Darrow, 21878 Old Bridge Trail, Boca Raton, Florida 33428.

I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 12 day of May, 1998.

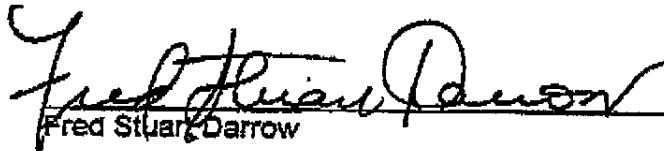
  
Fred Stuart Darrow

  
Arline M. Darrow

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity.

Dated: May 12, 1998

  
Fred Stuart Darrow

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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