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LAW OFFICES  
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June 3, 1998

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

VIA FEDERAL EXPRESS

Re: Articles of Incorporation for  
McNamara Holdings, Inc.

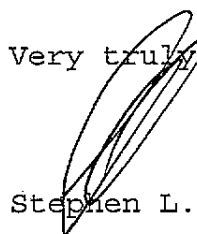
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\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed herewith are two (2) executed Articles of Incorporation of McNamara Holdings, Inc., along with a check in the amount of \$122.50. Please return a certified copy to the undersigned in the enclosed envelope.

If there are any questions, please contact the undersigned.

Very truly yours,



Stephen L. Vinson, Jr.

SLV/ip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN - 8 PM 12: 53

APPROVED  
AND  
FILED

B. BROCK JUN 8 1998

ARTICLES OF INCORPORATION  
OF  
McNAMARA HOLDINGS, INC.

98 JUN - 8 PM 12: 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is McNamara Holdings, Inc. and its address is: c/o Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000, such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is: 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131, and the name of its registered agent at such address is Stephen L. Vinson, Jr.

#### ARTICLE VI

##### Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The name and address of the person who is to serve as the member of the initial board of directors is:

Jay McNamara  
c/o Stephen L. Vinson, Jr. P.A.  
1200 Brickell Avenue, Suite 1680  
Miami, Florida 33131

Maria Elena McNamara  
c/o Stephen L. Vinson, Jr., P.A.  
1200 Brickell Avenue, Suite 1680  
Miami, Florida 33131

#### ARTICLE VII

##### Incorporator

The name and address of the incorporator is:

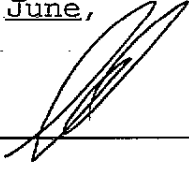
Stephen L. Vinson, Jr.  
Stephen L. Vinson, Jr., P.A.  
1200 Brickell Avenue, Suite 1680  
Miami, Florida 33131

#### ARTICLE VIII

##### Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 3rd day of June, 1998.

  
\_\_\_\_\_

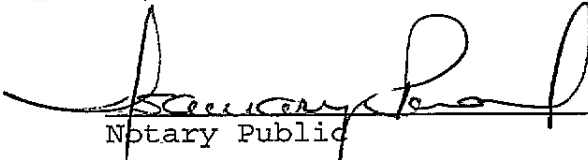
STATE OF FLORIDA)  
                                  ) SS:  
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared Stephen L. Vinson, Jr. to me well known to be the person described in or who has produced \_\_\_\_\_ n/a as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 3rd day of June, 1998.

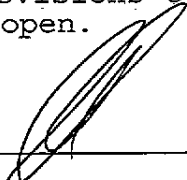
My commission expires:



  
\_\_\_\_\_  
Notary Public

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Stephen L. Vinson, Jr.

APPROVED  
AND  
FILED  
98 JUN -- 8 PM 12: 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA