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August 28, 1998

VIA CERTIFIED MAIL #Z 141 524 491
RETURN RECEIPT REQUESTED

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

600002630656--7
-09/01/98-01083-007
****122.50 ****122.50

Re: Louth Group, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for filing on behalf of the above-referenced corporation.

Also enclosed is this firm's check in the amount of \$122.50 in payment of the filing fee, the registered agent designation, and the fee for a certified copy.

Kindly return the certified copy of the Articles to the undersigned in the envelope provided.

Very truly yours,

Martha Schwarz

Martha Schwarz
Legal Assistant

MS/erl
Enclosures

cc: Gary M. Edelson, Esquire
Erika E. Miller, Esquire

FILED
98 SEP - 1 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/9-8-98

ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be Louth Group, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
559 Neapolitan Lane
Naples, FL 34103

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

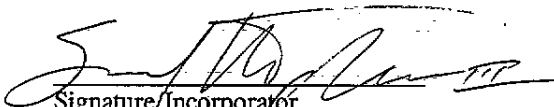
ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
Samuel W. Douglass III
559 Neapolitan Lane
Naples, FL 34103

ARTICLE V - INCORPORATOR

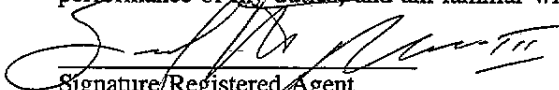
The name and address of the incorporator to these Articles of Incorporation is:
Samuel W. Douglass III
559 Neapolitan Lane
Naples, FL 34103

The undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1998.


Signature/Incorporator

19 August 1998
Date

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 am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

12 August 1998
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA