

WOOD & STUART, P.A.
ATTORNEYS AT LAW
GAYLORD A. WOOD, JR.
B. JORDAN STUART

304 S.W. 12TH STREET
FORT LAUDERDALE, FLORIDA 33315
(954) 463-4040, FAX (954) 764-5734

206 FLAGLER AVENUE
NEW SMYRNA BEACH, FLORIDA 32169
(904) 424-9908, FAX (904) 424-9948

REPLY TO FT. LAUDERDALE

September 15, 1998

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

300002642083--3
-09/17/98-01056--001
****122.50 ****122.50

Re: Ownby Research & Consulting, Inc.

Dear Sir/Mam,

Enclosed you will find an original and one copy of the Articles of Incorporation for the above named corporation. Provided you find them in order, please file the original and return to us one certified copy.

Our check for \$122.50 and return postaged envelope is included for your convenience. Please contact me directly for any additional information needed.

Thank you for your cooperation in this matter.

Very truly yours,

Beth Casten
Beth Casten
Legal Assistant

Enclosure
CC: Mr. Bruce Ownby

FILED
98 SEP 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 9/21/98

ARTICLES OF INCORPORATION
OF
OWNBY RESEARCH & CONSULTING, INC.

FILED

98 SEP 17 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is OWNBY RESEARCH & CONSULTING, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase of unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI
REGISTERED OFFICE and PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 400 N. Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33301 and the name of the registered agent is Bruce Ownby. The principal office of the Corporation is 400 N. Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33301.

ARTICLE VII
DIRECTORS

The affairs of the Corporation will be managed by the stockholders instead of a board of directors.

**ARTICLE VIII
INCORPORATOR**

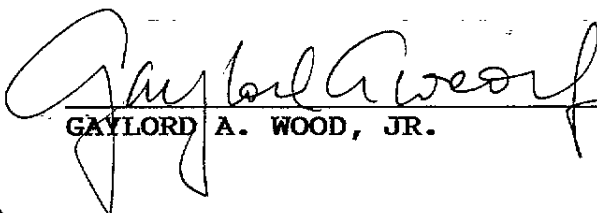
The name and address of the incorporator is:

GAYLORD A. WOOD, JR.
304 S.W. 12th Street
Fort Lauderdale, Florida 33315

**ARTICLE IX
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of filing of the articles of incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 14th day of September, 1998.


GAYLORD A. WOOD, JR.

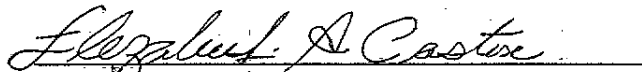
FILED
98 SEP 17 AM 9:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF BROWARD)

S S

On this 14th day of September, 1998, before me, the undersigned Notary Public, personally appeared GAYLORD A. WOOD, JR. well known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained, and did not take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

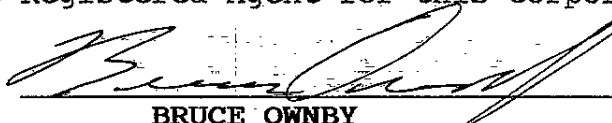

Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.


BRUCE OWNBY