

PA8000081575

Frank V. E. Owen
437 Harbour Road
North Palm Beach, FL 33408
561-845-9895

September 17, 1998 via FED EX

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-09/18/98-01064-004
****131.25 ****131.25

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Research & Resolution, Inc./Incorporation

Dear New Filing Section:

Enclosed is original and two (2) duplicate copies of Articles of Incorporation for Research & Resolution, Inc. Please file the original and thereafter send us a certified copy. A Bank check in the amount of \$131.25 is enclosed which represents \$35.00 filing fee, \$35.00 registered agent fee, \$52.50 for certified copy and \$8.75 for a Certificate of Status.

If you need additional information, please call me at my daytime number of 561-655-8631.

Sincerely,

Frank V. E. Owen

Frank V. E. Owen

/fveo

Enclosures

98 SEP 18 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

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ARTICLES OF INCORPORATION
OF
RESEARCH & RESOLUTION, INC.

[ONE CLASS OF STOCK]

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be **RESEARCH & RESOLUTION, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other

securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 2 directors whose name and addresses are as follows:

FRANK V. E. OWEN, President, Director, Treasurer
SUSAN B. OWEN, Vice-President, Director, Secretary

ARTICLE X

The initial registered agent of the corporation is Frank V. E. Owen. The street address of the corporation's initial registered office is: 437 Harbour Road, North Palm Beach, Florida, 33408.

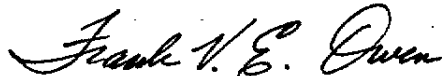
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 437 Harbour Road, North Palm Beach, FL 33408.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Frank V. E. Owen, 437 Harbour Road, North Palm Beach, FL 33408.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of September, 1998.



Frank V. E. Owen, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT RESEARCH & RESOLUTION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT TOWN OF NORTH PALM BEACH, STATE OF FLORIDA, NAMED FRANK V. E. OWEN, LOCATED AT 437 HARBOUR ROAD, TOWN OF NORTH PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Frank V. E. Owen*
Frank V. E. Owen
TITLE Incorporator
DATE 9-15-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Frank V. E. Owen*
Frank V. E. Owen
DATE 9-15-98

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SECRETARY OF STATE
TALLAHASSEE FLORIDA