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STEVEN V. LEAR
6051 PALM BREEZES DRIVE
LANTANA, FLORIDA 33462

JANUARY 30, 1998

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

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****122.50 ****122.50

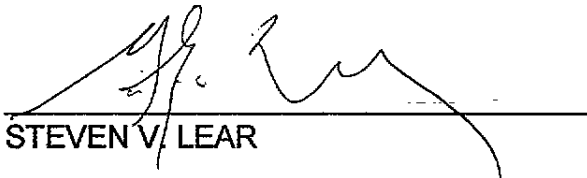
Re: STEVEN V. LEAR, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


STEVEN V. LEAR

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

STEVEN V. LEAR, INC.
(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The under signed subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name and address of the corporation is:

STEVEN V. LEAR, INC.
6051 PALM BREEZES DRIVE
LANTANA, FLORIDA 33462

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

STEVEN V. LEAR
6051 PALM BREEZES DRIVE
LANTANA, FLORIDA 33462

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). the names and addresses of the initial director(s) of the corporation are as follow

STEVEN V. LEAR
6051 PALM BREEZES DRIVE
LANTANA, FLORIDA 33462

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

STEVEN V. LEAR
6051 PALM BREEZES DRIVE
LANTANA, FLORIDA 33462

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation
this 11 day of September 1998.


STEVEN V. LEAR

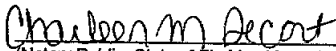
STATE OF FLORIDA

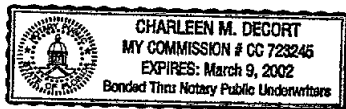
COUNTY OF West Palm

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who
acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid,
this 11 day of September 1998.


(Notary Public, State of Florida at Large)
My commission expires:



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

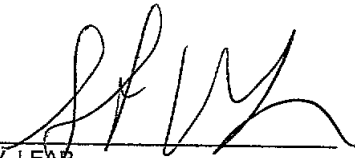
OF

STEVEN V. LEAR, INC.
(name of corporation)

Pursuant to Florida Statutes sections 48.091 and 607.034, the following is submitted: The above corporation, desires to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 6051 PALM BREEZES DRIVE LANTANA, FLORIDA 33462, has named STEVEN V. LEAR located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



STEVEN V. LEAR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA