

PA8000089777



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 003500 4322918

AUTHORIZATION :

COST LIMIT : \$ 87.75

*Patricia Pizant*

ORDER DATE : October 21, 1998

ORDER TIME : 10:41 AM

ORDER NO. : 003500-005

CUSTOMER NO: 4322918

CUSTOMER: Ms. Cindy Woolheater  
ECKERT SEAMANS CHERIN &  
ECKERT SEAMANS CHERIN &  
600 Grant Str.  
44th Floor  
Pittsburgh, PA 152192787

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 21 PM 1:48

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DOMESTIC FILING

NAME: MACMILLAN INVESCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

*10/21/98*

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION OF  
MACMILLAN INVESCO, INC.**

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**First:** The corporate name for the corporation (hereinafter called the "corporation") is:

MacMillan Invesco, Inc.

**Second:** The address, wherever located, of the principal office of the corporation, if known, is:

MacMillan Invesco, Inc.  
805 Lake Shore Drive  
Delray Beach, FL 33447

**Third:** The mailing address, wherever located, of the corporation is:

MacMillan Invesco, Inc.  
805 Lake Shore Drive  
Delray Beach, FL 33447

**Fourth:** The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

**Fifth:** The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

The name of the initial registered agent of the corporation at the said registered office is c/o Corporation Service Company.

The written acceptance of the said initial registered agent, as required in Section 607.0501 (3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**Sixth:** The name and address of the incorporator are:

**Name**

**Address**

Cynthia L. Woolheater

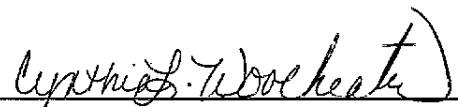
c/o Eckert Seamans Cherin & Mellott, LLC  
600 Grant Street, 44th Floor  
Pittsburgh, PA 15219

**Seventh:** The purposes for which the corporation is organized, shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**Eighth:** The duration of the corporation shall be perpetual.

**Ninth:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on October 20, 1998.

  
Cynthia L. Woolheater, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Karna R. Durg

Dated: October 21, 1998

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