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J. DAVID LYNCH

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October 26, 1998

Florida Department of State
Division of Corporations
PO BOX 6327
Tallahassee, Florida 32314

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-10/29/98--01087--005
*****78.75 *****78.75

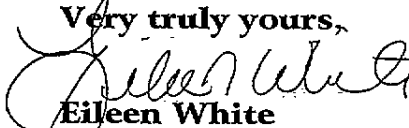
Re: Incorporation of LATHAM ENTERPRISES, INC.

Dear Sir/Madam:

Attached hereto, please find Articles of Incorporation on the above which we would appreciate your filing. We have also enclosed our check in the amount of \$78.75, for filing of same additional \$8.75 for a returned Certified copy.

Thank you for your anticipated cooperation.

Very truly yours,


Eileen White
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 8:32

B. BROCK OCT 30 1998

**ARTICLES OF INCORPORATION
OF
LATHAM ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 8:32

ARTICLE I - NAME

The name of this corporation is LATHAM ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 853 N.E. 30th Court, Oakland Park, Florida 33334. The name of the initial registered agent of this corporation is J. David Lynch, and the registered agent's office address is 224 Commercial Boulevard, Suite 310, Lauderdale-By-The-Sea, Florida 33308.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Name

Address

Fred Latham

4310 N.W. 10th Terrace
Fort Lauderdale, Florida 33309

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

Fred Latham

4310 N.W. 10th Terrace

Fort Lauderdale, Florida 33309


ARTICLE VIII - SUB S AND 1244 PROVISIONS

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock," and further, this corporation and each subscriber shall take whatever action is necessary to cause the corporation to file an election to become a "Sub-Chapter S" corporation, as such terms are used and defined in the Internal Revenue Code of 1954, as amended.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles this ____ day of October, 1998.



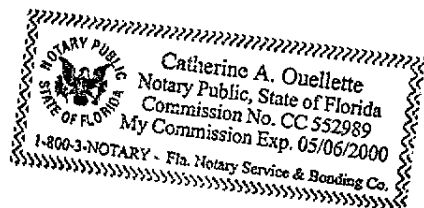
Fred Latham

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared FRED LATHAM who produced identification, Type of Identification FL Drivers License and known by me to be the person who executed the foregoing Articles of Incorporation and it was acknowledged before me that the Articles of Incorporation were executed for the uses and purposes therein stated.

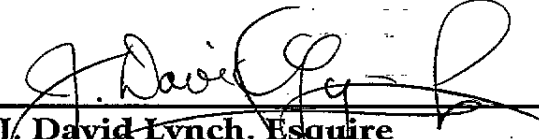
WITNESS my hand and official seal in the State and County aforesaid this the 23rd day of October, 1998.



Catherine A. Ouellette
Notary Public
Catherine A. Ouellette
My Commission Expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida For Profit Act relative to keeping open said office.



J. David Lynch, Esquire
224 Commercial Blvd, Suite 310
Laud-By-The-Sea, Florida 33308-5828
(954) 771-7400

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98 OCT 29 PM 8:32