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LAW OFFICES
COX & REYNOLDS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SAVINGS OF AMERICA BUILDING, 10TH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE (954) 491-5220
TELECOPIER (954) 491-0702

November 6, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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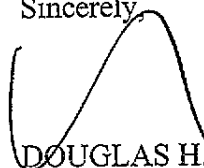
RE: THE WARFIELD GROUP, INC.

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for The Warfield Group, Inc., together with your filing fee of \$70.00. I have also provided an additional copy of each document and a self addressed stamped envelope for your convenience.

Thank you for your consideration.

Sincerely,


DOUGLAS H. REYNOLDS

DHR/cv
Enclosures

cc: Heather A. Warfield (w/encs.)

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of

THE WARFIELD GROUP, INC.

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I
CORPORATE NAME AND PRINCIPAL ADDRESS

The name of this Corporation is THE WARFIELD GROUP, INC. The principal address of the corporation is 741 N.W. 37th Street, Ft. Lauderdale, Florida, 33309.

ARTICLE II
PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE III
DURATION

The duration of the corporation is perpetual.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000.

Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL BOARD OF DIRECTORS
AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but never shall be less than one. The name and address of the initial director, vice president secretary and treasurer of this corporation is:

<u>DESIGNATION</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Director	Heather A. Warfield	741 N.W. 37th Street
VicePresident/Treasurer/ Secretary		Ft. Lauderdale, Florida 33309

ARTICLE VII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Heather A. Warfield	741 N.W. 37th Street Ft. Lauderdale, Florida 33309

ARTICLE VIII
INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX
BY-LAWS

The initial director shall submit bylaws to the shareholder at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote, the internal affairs of the corporation are to be regulated and managed in accordance with the by-laws. The power to alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
AMENDMENT

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

ARTICLE XI
DISSOLUTION


The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be distributed to the shareholders pro rata, each

shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 4875 North Federal Highway, Tenth Floor, Ft. Lauderdale, Florida, 33308, and the name of its registered agent at said address shall be DOUGLAS H. REYNOLDS.

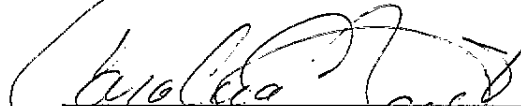
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 6th day of November, 1998.


HEATHER A. WARFIELD
President/Director, Vice-President
Secretary, Treasurer

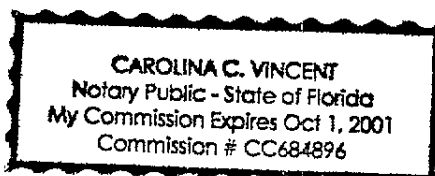
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Heather A. Warfield, who is known to me or who presented a current Florida Driver's license as identification, and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of November, 1998.


Notary Public, State of Florida

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT PURSUANT
TO
SECTIONS 617.0202 (1)(f) and 617.0501, FLA. STAT.**

On this 6th day of November, 1998, the undersigned individual, who resides in the State of Florida and whose business office is 4875 North Federal Highway, 10th Floor, Ft. Lauderdale, Florida, 33308, hereby accepts the appointment as the registered agent for THE WARFIELD GROUP, INC., acknowledges that he is familiar with, and accepts, the obligations of that position.

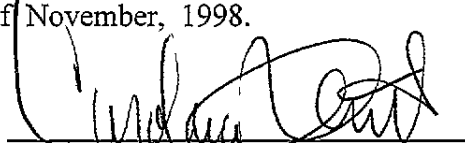
BY: 
DOUGLAS H. REYNOLDS
Registered Agent

State of Florida)
)ss:
County of Broward)

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DIVISION OF CORPORATIONS
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Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Douglas H. Reynolds, who is known to me or who presented a current Florida driver's license as identification, and who executed the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 6th day of November, 1998.


NOTARY PUBLIC
State of Florida

