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SULLIVAN GROUP, INC.  
P. O. Box 31176  
PALM BEACH GARDENS, FL 33420  
561-775-3667  
Fax: 561-775-1850

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-11/18/98--01020--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

November 12, 1998

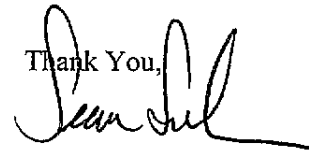
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-11/18/98--01020--007  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

To whom it may concern,

Enclosed are the articles of incorporation needed for startup. I am also enclosing a check for \$8.75 for a certified copy of articles for my use. Please send to above address.

Thank You,



Sean D. Sullivan

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## ARTICLES OF INCORPORATION OF

### SULLIVAN GROUP, INC.

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

#### ARTICLE ONE

##### NAME

The name of the corporation is SULLIVAN GROUP, INC.

#### ARTICLE TWO

##### PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 2580 Natures Way, Palm Beach Gardens, Florida 33410

#### ARTICLE THREE

##### CORPORATE DURATION

The duration of the corporation is perpetual or until dissolved on a vote of the shareholders as provided in these articles.

#### ARTICLE FOUR

##### PURPOSE OR PURPOSES AND CORPORATE POWERS

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all the rights and powers now or subsequently conferred upon such corporations.

#### ARTICLE FIVE

##### CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Three Thousand (3,000) Shares. Such shares shall be of a single class, and shall have par value of \$.01 per share.

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## ARTICLE SIX

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2580 Natures Way, Palm Beach Gardens, Florida 33410, and the name of its initial registered agent at such address, is SEAN D. SULLIVAN.

## ARTICLE SEVEN

### DIRECTORS

The number of directors constituting the corporation's initial board of directors is One. The name and address of each person who is to serve as a member of the initial board of directors is: SEAN D. SULLIVAN, whose address is P.O. Box 31176, Palm Beach Gardens, Florida 33410. The initial Director shall hold office until his successor is elected and qualified as provided in the bylaws.

## ARTICLE EIGHT

### INCORPORATORS

The name and address of the incorporator is SEAN D. SULLIVAN, whose address is P.O. Box 31176, Palm Beach Gardens, Florida 33410.

## ARTICLE NINE

### BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders 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 the bylaws by the affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

## ARTICLE TEN

### 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 payment of all debts of the corporation, be distributed to the shareholders pro rata, each

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561 220 2744 => BURG&SILV/JCD GROUP; #4  
FROM JONES, MADDEN, GROSSO 561 220 2744

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

NOW THEREFORE, the undersigned incorporator of this Corporation, has executed these Articles of Incorporation at Palm Beach County, Florida, this 12 day of November, 1998.

Sean D. Sullivan  
SEAN D. SULLIVAN, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12 day of November, 1998 by SEAN D. SULLIVAN, who is personally known to me or has produced a \_\_\_\_\_ as identification.

[Notary Seal]

Barbara Farrar Craven  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



Barbara Farrar Craven  
MY COMMISSION # CC498500 EXPIRES  
September 29, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

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

\*\*\*\*\*

Pursuant to Chapter 48.091, Florida Statutes, and in compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

SULLIVAN GROUP, INC., with its place of business at 2580 NATURES WAY, PALM BEACH GARDENS, FLORIDA 33410, has named SEAN D. SULLIVAN, located at 2580 NATURES WAY, PALM BEACH GARDENS, FLORIDA 33410, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated November 12, 1998.

  
SEAN D. SULLIVAN

REGISTERED AGENT

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