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LAW OFFICES
JOHN VERNON HEAD, P.A.

209 EAST RIDGEWOOD STREET
ORLANDO, FLORIDA 32801

December 2, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: New Filings

RE: Incorporation of D. W. BROWNE
& ASSOCIATES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Registered Agent for D. W. Browne & Associates, Inc., together with a check in the amount of \$ 78.75.

This check represents the cost of the filing fees, certified copy of Articles of Incorporation and the fee for Registered Agent Designation for the captioned corporation.

Please return the certified copy of the Articles of Incorporation to our offices to the writer's attention, along with a receipt for the filing.

Thank you for your help and cooperation.

Very truly yours,

John Vernon Head

JVH:so
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
D. W. BROWNE & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is "D. W. Browne & Associates, Inc."

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 1000 shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

Name: Daniel W. Browne
Address: 11841 East Colonial Drive

Orlando, Florida 32826

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of D. W. Browne & Associates, Inc., is as follows:

11841 East Colonial Drive
Orlando, Florida 32826

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial director of the corporation is as follows:

Name: Daniel W. Browne
Address: 11841 East Colonial Drive
City: Orlando, Florida 32826

ARTICLE VIII - INCORPORATOR

The incorporator of D. W. Browne & Associates, Inc. is:

Name: Daniel W. Browne
Address: 11841 East Colonial Drive
City: Orlando, Florida 32826

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X - ELECTION OF BOARD OF DIRECTORS

Changes in the number of directors or in the initial Board of Directors shall be by vote of the shareholders and shall require a majority vote to effect a change.

ARTICLE XI - DECISIONS OF BOARD OF DIRECTORS

Decisions of the Board of Directors effecting the nature of the business of the Corporation or dissolution of the Corporation shall require a majority vote to be effective.

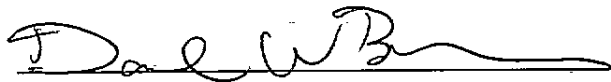
ARTICLE XII - ACTIONS BY DIRECTORS WITHOUT A MEETING

Members of the Board of Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day December, 1998.


Daniel W. Browne

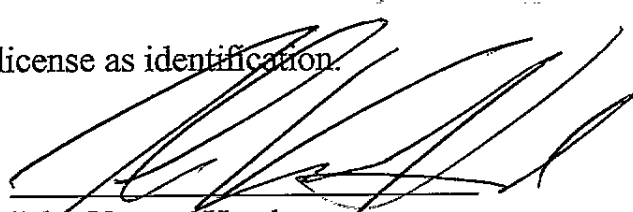
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of December, 1998, by Daniel W. Browne, who is personally known to me or who has produced his Florida driver's license as identification.



John Vernon Head
MY COMMISSION # CC696893 EXPIRES
March 3, 2002
BONDED THRU TROY FARM INSURANCE INC.


John Vernon Head
Notary Public

My Commission Expires: 3/3/02

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

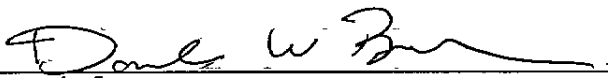
CERTIFICATE OF REGISTERED AGENT
OF
D. W. BROWNE & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 48.091 and 60.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation 11841 East Colonial Drive, Orlando, Florida, 32826, has named Daniel W. Browne, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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.


Daniel W. Browne
Registered Agent