

HARRY S. COLBURN, JR.^{1,2,4}

JOSEPH C. KEMPE^{1,2,3}

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²BOARD CERTIFIED IN TAX LAW
³BOARD CERTIFIED IN WILLS
TRUSTS, AND ESTATES
⁴ALSO ADMITTED IN NY

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January 14, 1999
Respond to Jupiter Office

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

100002746131--7
-01/19/99-01089--004
*****70.00 *****70.00

Re: William B. Howden & Associates, Inc.
Articles of Incorporation

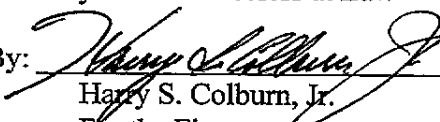
Dear Sir/Madam:

Enclosed for filing are an original and one copy of Articles of Incorporation of the above corporation together with a check in the amount of \$70.00 for the filing fee and registered agent fee.

Please acknowledge receipt of the Articles on the copy and return it to us in the envelope provided. Thank you for your assistance.

Very truly yours,

JOSEPH C. KEMPE
PROFESSIONAL ASSOCIATION
Attorneys and Counselors at Law

By: 
Harry S. Colburn, Jr.
For the Firm

Enclosures

cc: Mr. William B. Howden
(without enclosures)

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WILLIAM B. HOWDEN & ASSOCIATES, INC.

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is WILLIAM B. HOWDEN & ASSOCIATES, INC.

Article II - Duration

This corporation shall have perpetual duration commencing upon the date of filing of these Articles with the Florida Department of State, Division of Corporations.

Article III - Purpose

The general purpose or purposes for which the corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article IV - Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, and the par value of each such share is One Dollar (\$1.00). All such shares are of one class and are designated as common stock.

Article V - Principal Office; Mailing Address

The principal office of the corporation is:

127 Victorian Lane
Jupiter, Florida 33458

The mailing address of the corporation is:

127 Victorian Lane
Jupiter, Florida 33458

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 127 Victorian Lane, Jupiter, Florida 33458, and the name of the initial registered agent at such address is William B. Howden.

Article VII - Initial Board of Directors

The initial Board of Directors of the corporation shall consist of two (2) persons. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The method of election of Directors shall be as stated in the By-Laws. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

William B. Howden
127 Victorian Lane
Jupiter, Florida 33458

Phyllis E. Howden
127 Victorian Lane
Jupiter, Florida 33458

Article VIII - Incorporator

The name and address of the incorporator signing these Articles is:

William B. Howden
127 Victorian Lane
Jupiter, Florida 33458

Article IX - By-Laws

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

Article X - Amendment

This 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 of Incorporation this 14th day of January, 1999.

William B. Howden
William B. Howden, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of January, 1999 by William B. Howden for WILLIAM B. HOWDEN & ASSOCIATES, INC., who is personally known to me.

Harry S. Colburn, Jr.
Signature of Notary Public
Harry S. Colburn, Jr.
Print Name of Notary Public



Harry S. Colburn, Jr.
MY COMMISSION # CC507806 EXPIRES
February 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Commission No.: CC 507806
My commission expires: 2/14/2000

ACCEPTANCE OF DESIGNATION

The undersigned, William B. Howden, having been designated to act as Registered Agent for this corporation, hereby accepts the designation of himself as Registered Agent and agrees to serve in compliance with all applicable Florida Statutes.

William B. Howden
William B. Howden, Registered Agent

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TALLAHASSEE, FLORIDA

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