

Division of Corporations

Page 1 of 2

P99000015092

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000003756 6))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : FOWLER, WHITE, BURNETT, ET AL

Account Number : 071250001512

Phone : (305) 789-9200

Fax Number : (305) 789-9201

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 16 PM 3:45

FILED

FLORIDA PROFTT CORPORATION OR P.A.**HOUGHTON CAPITAL MANAGEMENT GROUP, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

m 2/16/99

FILED

Audit No. H 99000003756 6

99 FEB 16 PM 3:45

ARTICLES OF INCORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

HOUGHTON CAPITAL MANAGEMENT GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: HOUGHTON CAPITAL MANAGEMENT GROUP, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue Five Hundred (500) shares of common stock, with a par value of \$1.00 per share.

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131-1101
ph: (305) 789-9200
Florida Bar No. 122226

Audit No. H 99000003756 6

Audit No. H99000003756 6

ARTICLE IV

Address

The mailing address for the corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is John C. Strickroot.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Audit No. H99000003756 6

Audit No. H99000003756 6

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation are: John C. Strickroot, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

ARTICLE VIII

Board of Directors

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of February, 1999.


John C. Strickroot

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John C. Strickroot

Audit No. H 99000003756 6

FILED
99 FEB 16 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA