



THE UNITED STATES  
CORPORATION  
COMPANY

P99000044151

FILED

99 MAY 14 PM 12:02

ACCOUNT NO. : 072100000032

REFERENCE : 240527 9011A

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 14, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 240527-005

CUSTOMER NO: 9011A

CUSTOMER: Mr. Jeff Clyman  
RONALD WITKOWSKI, ESQ  
RONALD WITKOWSKI, ESQ  
Suite 202  
12798 W. Forrest Hill Blvd.  
Wellington, FL 33414

RECEIVED

99 MAY 14 AM 11:25

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WELLINGTON INVESTMENT  
MANAGEMENT, INC.

400002875474--1

-05/14/99--01062--008

EFFECTIVE DATE:

\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 5/14/99

ARTICLES OF INCORPORATION

OF

WELLINGTON INVESTMENT MANAGEMENT, INC.

FILED

99 MAY 14 PM 12:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is WELLINGTON INVESTMENT MANAGEMENT, INC. and the principal office of the corporation is located at 2161 Palm Beach Lakes Boulevard, Suite 205, West Palm Beach, Florida 33409.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 12798 Forest Hill Boulevard, Suite 202, Wellington, Florida 33414, and the name of the initial registered agent at that address is Ronald Witkowski, P.A.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

James W. Clarke 2161 Palm Beach Lakes Boulevard  
Suite 205  
West Palm Beach, Florida 33409

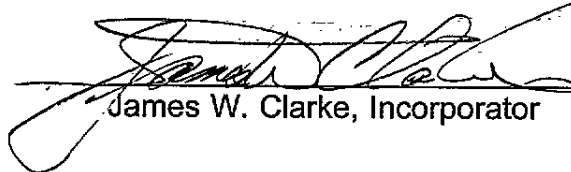
ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is: James W. Clarke, 2161 Palm Beach Lakes Boulevard, Suite 205, West Palm Beach, Florida 33409

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

IN WITNESS WHEREOF, I have subscribed my name this 13<sup>th</sup> day of May, 1999.

  
James W. Clarke, Incorporator

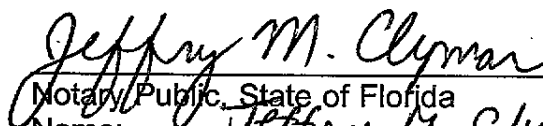
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 1999, by James W. Clarke who (X) is personally known to me or ( ) has produced \_\_\_\_\_ as identification, and did not take an oath.



JEFFREY M. CLYMAN  
My Commission CC632990  
Expires Feb. 15, 2000

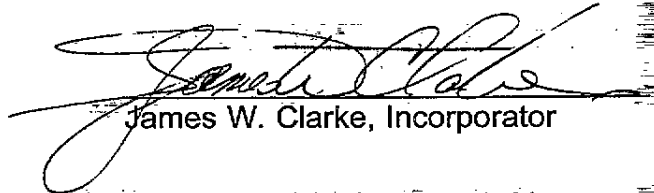
  
Notary Public, State of Florida  
Name: Jeffrey M. Clyman  
My Commission Expires: \_\_\_\_\_

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

99 MAY 14 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted: WELLINGTON INVESTMENT MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 2161 Palm Beach Lakes Boulevard, Suite 205, West Palm Beach, Florida 33409, County of Palm Beach, State of Florida, has named Ronald Witkowski, P.A., located at 12798 Forest Hill Boulevard, Suite 202, Wellington, FL 33414, as its agent to accept service of process within Florida.

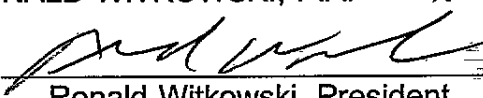
DATE: May 13, 1999

  
James W. Clarke, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby 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.

DATE: May 13, 1999

RONALD WITKOWSKI, P.A.

By   
Ronald Witkowski, President