DWIGHT L. ROGERS (1886-1954) JOHN E. MORRIS (1886-1955) JOHN É. MORRIS, JR. (1920-1985) DWIGHT L. ROGERS, JR. ROBERT E. ZIEGLER J. PATRICK DYAL ROMNEY C. ROGERS RUSSELL A. WHITE DANA ZIEGLER HOLDING MARK F. BOOTH VINCENT P. ANDREANO**

*ALSO ADMITTED TO GEORGIA SAR "ALSO ADMITTED TO CALIFORNIA BAR

VICTORIA PARK CENTRE, SUITE 300 140: EAST BROWARD BOULEVARD FORT LAUDERDALE, FLORIDA 33301

TELEPHONE_(954) 462-1431

TELECOPIER (954) 763-2692

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September 8, 1999

CORPORATE RECORDS BUREAU

Division of Corporations Florida Department of State Post Office Box 6327 Tallahassee, Florida 32314

Re:

GERALD McCOWN, INC.

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Incorporation for GERALD McCOWN, INC. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee and registered agent designation. We WILL NOT require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER

Romney C. Rogers

RCR/lsf Encs.

ARTICLES OF INCORPORATION

OF

GERALD McCOWN, INC.

Article I - Name

The name of this corporation is: GERALD McCOWN, INC.

99 SEP 10 AM 11: 25

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue One Thousand shares of One (\$1.00) Dollar par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 590 N.W. 41st Street, Oakland Park, Florida 33309 and the name of the initial registered agent of this corporation at that address is: GERALD McCOWN

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).

GERALD McCOWN - President, Secretary and Treasurer 590 N.W. 41st Street
Oakland Park, FL 33309

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Gerald McCown, 590 N.W. 41st Street, Oakland Park, FL 33309

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Incorporation this 7th day of September, 1999.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

GERAI	LD McCOWN, Subscriber
STATE OF FLORIDA) COUNTY OF BROWARD)	
to me or (X) who has produced <u>FLA Devecés</u> . I relied as identification, and being known to r	ERALD McCOWN who () is personally known LICENSE M250-284-51-170-0, upon which me to be the person described in and who executed and before me that he executed said instrument for
WITNESS my hand and official seal on	Senue S. Dernandes
My Commission Expires:	Notary Public, State of Florida Print Name: Commission No.:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT Gerald McCown, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 590 N.W. 41st Street, Oakland Park, Florida 33309, HAS NAMED GERALD McCOWN AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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.

GERALD McCOWN

DATED THIS BOT DAY OF August, 1999.

99 SEP 10 AM 11: 25