

PD 9900082326

Ann L. Kendall
670 Bella Vista Court South
Jupiter, Florida 33477
561-722-9767

FILED

99 SEP - 9 PM 1:24

CLERK OF STATE
TALLAHASSEE, FLORIDA

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-09/09/99-01065-016
*****78.75-*****78.75

August 24, 1999

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

RE: Northpoint Group, Inc.

Enclosed please find Articles of Incorporation for the above referenced company.
Also enclosed is my check for Seventy-Eight Dollars and Seventy-five Cents
(\$78.75) which includes the fee for a certified copy.

Please send filed articles to me at the above address.

Thank you,

Ann L. Kendall
Ann L. Kendall

Enclosure: 2 originals of Articles of Incorporation
1 Check

PR 9/17/99

FILED

99 SEP -9 PM 1: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Northpoint Group, Inc.

Article I. Name

The name of this Florida Corporation is:
Northpoint Group, Inc.

Article II. Address

The mailing address of the Corporation is:
Northpoint Group, Inc.
120 S. Olive Avenue
Suite 403
West Palm Beach, Florida 33401

Article III. Capital Stock

The Corporation shall have the authority to issue 25,000 shares of common stock, par value \$.01

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Ann Kendall
120 S. Olive Street
Suite 403
West Palm Beach, Florida 33401

Article V. Board of Directors

A Board of Directors consisting of no less than one director shall manage the affairs of the Corporation. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

David B. Danforth

Article VI. Incorporator

The name and address of the incorporator is:

Ann Kendall
120 S. Olive Street
Suite 403
West Palm Beach, Florida 33401

Article VII. Corporate Existence

The corporate existence of the Corporation shall be effective as of the date of filing.

The authorized representative of the incorporator executed these Articles of Incorporation on this 24th Day of August, 1999.

By: Ann L. Kendall
Ann L. Kendall

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

FILED
99 SEP -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

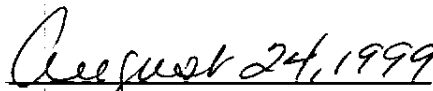
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Northpoint Group, Inc.
2. The name and address of the registered agent and office is:

Ann Kendall
120 S. Olive Street
Suite 403
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


Ann L. Kendall


Date