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LAURA H. ERNST

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Boca Raton, Florida 33431
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November 16, 1999

FILED

99 NOV 19 AM 9: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32317

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-11/19/99--01054--003
***\$78.75 ***\$78.75

Re: J.C. Willard, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for J.C. Willard, Inc., together with check in the amount of \$78.75 to cover your filing fees. Please provide the undersigned with a certified copy of said Articles of Incorporation as soon as conveniently possible.

Thank you for your assistance herein.

Very truly yours,

Laura H. Ernst
LAURA H. ERNST, Paralegal

Enclosures

PH 11/23/99

**ARTICLES OF INCORPORATION
OF
J.C. WILLARD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

NAME: The name of the Corporation is J.C. WILLARD, INC.

ARTICLE TWO

DURATION: The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE: This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or is hereafter amended.

ARTICLE FOUR

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 bylaws, but shall never be less than one (1). The name and address of the director is:

JOYCE WILLARD
7660 N. State Road 7
Coconut Creek, Florida 33067

ARTICLE FIVE

INCORPORATORS: The name and residence address of the subscriber to these Articles of Incorporation is:

Joyce Willard
7660 N. State Road 7
Coconut Creek, Florida 33067

ARTICLE SIX

CAPITAL STOCK: The Corporation is authorized to issue One Hundred (100) shares of .10 cents par value common stock.

ARTICLE SEVEN

PREEMPTIVE RIGHTS: Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he/she 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.

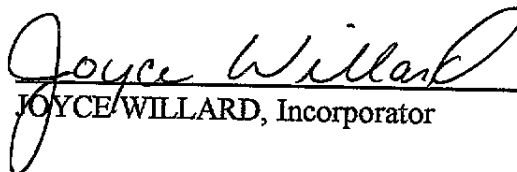
ARTICLE EIGHT

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation is 7660 N. State Road 7, Coconut Creek, Florida 33067, and the initial registered agent is Joyce Willard.

ARTICLE NINE

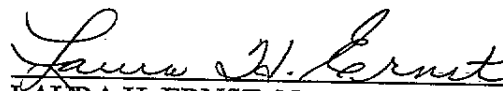
PRINCIPAL OFFICE: The principal office of this Corporation shall be at 7660 N. State Road 7, Coconut Creek, Florida, 33067. The Board of Directors may, from time to time, move the principal office to any other address in the state of Florida.

IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal, this 12th day of November, 1999.


JOYCE WILLARD, Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

The foregoing instrument was acknowledged before me this 12th day of November, 1999, by JOYCE WILLARD, who is personally known to me.


LAURA H. ERNST, Notary Public
State of Florida at Large
COMMISSION NO. 663798

My commission expires:
October 22, 2001


CERTIFICATE

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

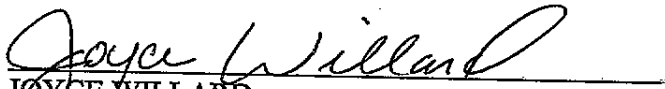
That J.C. WILLARD, INC. desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Coconut Creek, County of Broward, State of Florida, has named JOYCE WILLARD, located at 7660 N. State Road 7, Coconut Creek, Florida, 33067, as its agent to accept service of process within this state.

Dated this 12th day of November, 1999.


JOYCE WILLARD

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOYCE WILLARD

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TALLAHASSEE, FLORIDA