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 TO: DIVISION OF CORPORATIONS, EMPIRE CORPORATE TRIT COMPANY  
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*Handwritten signature: [Signature]*

((H96000002160))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: BILL CLAY P.A. II  
 FAX AUDIT NUMBER: H96000002160 CURRENT STATUS: REQUESTED  
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ARTICLES OF INCORPORATION  
OF

BILL CLAY P.A. II

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BILL CLAY P.A. II

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 7101 S.W. 102 AVENUE MIAMI FLORIDA 33173

ARTICLE III PURPOSE

The purpose of this corporation shall be: To practice law, a law office.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares, having an individual par value of \$ 1.00

RAY STORMONT  
EMPIRE CORPORATE KIT COMPANY  
1492 West Flagler Street # 200  
Miami, Florida 33135-2209  
(305) 541-3694

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WILLIAM A. CLAY  
7101 S.W. 102 AVENUE  
MIAMI FLORIDA 33173

ARTICLE VI BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

WILLIAM A. CLAY  
7101 S.W. 102 AVENUE  
MIAMI FLORIDA 33173

ARTICLE VII OFFICER(S)

The name, title and address of the officers of this corporation shall be:

PRESIDENT AND SECRETARY  
WILLIAM A. CLAY  
7101 S.W. 102 AVENUE  
MIAMI FLORIDA 33173

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ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be: EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 WEST FLAGLER STREET SUITE 200  
MIAMI FLORIDA 33135

The undersigned has (have) executed these Articles of Incorporation this 13 day of FEBRUARY, 1996.

~~\_\_\_\_\_  
Incorporator  
RAY STORMONT FOR  
EMPIRE CORPORATE KIT OF AMERICA, INC.~~

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 621, 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.

First that BILL CLAY P.A. II  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of incorporation has named WILLIAM A. CLAY  
(Name of Registered Agent)  
located at 7101 S.W. 102 AVENUE  
City of MIAMI County of DADE  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 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.

SIGNATURE William A. Clay  
Registered Agent

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MIAMI, FL