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**Florida Department of State**  
**Division of Corporations**  
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To:

Division of Corporations  
 Fax Number : (850)922-4001

**EFFECTIVE DATE**01-11-00

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
 Account Number : 110432003053  
 Phone : (305)672-0686  
 Fax Number : (305)672-9110

**FLORIDA PROFIT CORPORATION OR P.A.**

**James L. Russell & Associates, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

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EFFECTIVE DATE  
01-11-00

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
James L. Russell & Associates, Inc.

### Article II. Address

The Corporation's mailing address is:  
James L. Russell & Associates, Inc.  
2139 Owens Drive  
Zephyrhills FL 33540

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
James L. Russell  
2139 Owens Drive  
Zephyrhills FL 33540

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
James L. Russell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. 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 applicable law.

James E. Kelly | FL Bar Member 342963  
Hersch & Kelly  
P.O. Box 1046  
Dade City FL 33526  
352-567-2442

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator


The name and address of the incorporator is:

James E. Kelly  
Hersch & Kelly  
P.O. Box 1046  
Dade City FL 33526

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 11, 2000.

The undersigned incorporator executed these Articles of Incorporation on January 12, 2000.

  
\_\_\_\_\_  
JAMES E. KELLY

by R.A. Reyes as attorney-in-fact

James E. Kelly | FL Bar Member 342963  
Hersch & Kelly  
P.O. Box 1046  
Dade City FL 33526  
352-567-2442

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

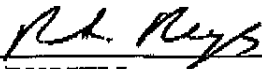
**CORPORATION:**

James L. Russell & Associates, Inc.

**REGISTERED AGENT/OFFICE:**

James L. Russell  
2139 Owens Drive  
Zephyrhills FL 33540

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JAMES L. RUSSELL  
by R.A. Reyes as attorney-in-fact

Date: January 12, 2000

James E. Kelly | FL Bar Member 342963  
Hersch & Kelly  
P.O. Box 1046  
Dade City FL 33526  
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