

Vincent L. Johnson & Associates, Inc.

1674 Northwest 58th Avenue

Suite #10

Lauderhill, Florida 33315

(954) 676-5608

February 3, 2000

Secretary of State
Corporation Division
Executive Towers
Tallahassee, Florida 32304

600003176376--0

-03/20/00-01121-012

****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for:

Vincent L. Johnson & Associates, Inc.

Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs and fees.

If you have any questions or should you require any further information, please contact me at the above address.

Sincerely,

Vincent L. Johnson

Vincent L. Johnson
Registered Agent

FILED
00 MAR 20 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vincent L. Johnson
GAVE
AUTHORIZATION BY PHONE TO
DIRECT *Article 5, 7*
DATE *3-27-00*
CC. EXAM *OK*

CC.
3-27-00

**ARTICLES OF INCORPORATION
OF
Vincent L. Johnson & Associates, Inc.**

FILED
00 MAR 20 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, 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 shall be: Vincent L. Johnson & Associates, Inc..

ARTICLE TWO

EXISTENCE

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE THREE

PURPOSE

The Corporation may engage in or transact any and all lawful activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE FOUR

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) Common shares of which shall be with (\$1.00) par value.

ARTICLE FIVE

PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the Corporation shall be:

Vincent L. Johnson & Associates, Inc.
1674 Northwest 58th Avenue
Suite #10
Lauderhill, Florida 33315

The name and address of the initial registered agent is:

Vincent L. Johnson
1674 Northwest 58th Avenue
Suite #10
Lauderhill, Florida 33315

Acknowledgement and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Vincent L. Johnson

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The numbers of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law.

Vincent L. Johnson
1674 Northwest 58th Avenue
Suite #10
Lauderhill, Florida 33315

FILED
00 MAR 20 PM 5:07
STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Vincent L. Johnson
1674 Northwest 58th Avenue
Suite #10
Lauderhill, Florida 33315

ARTICLE EIGHT

BY-LAWS

The Board of Directors of Shareholders may adopt, amend, alter or repeal by-laws of the Corporation. The by-laws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE NINE

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the Corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted, subject to the reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of March, 2000.



Vincent L. Johnson

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, appeared,

VINCENT L. JOHNSON

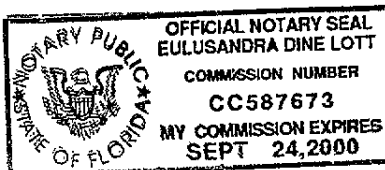
To me known to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged to and before me that he/she executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of MARCH, 2000.

Eulusandra Dine Lott

NOTARY PUBLIC – State of Florida

(SEAL)



My Commission Expires: _____