

PO0000082949

Wednesday, July 26, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/08/00--01034--002
*****70.00 *****70.00

Enclosed you will find a check for \$70.00 for incorporating
Duncan & Associates.

Please send articles to:

Tony C. Duncan Jr.
700 E. Airport Blvd. E-5
Sanford, Florida 32773

Sincerely,

Tony C. Duncan Jr.

Enclosures

FILED
00 AUG 31 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 31 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2000

TONY C. DUNCAN JR.
700 E. AIRPORT BLVD., E-5
SANFORD, FL 32773

SUBJECT: DUNCAN & ASSOCIATES
Ref. Number: W00000020010

We have received your document for DUNCAN & ASSOCIATES and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 900A00043725

**ARTICLES OF INCORPORATION
OF
Duncan & Associates, Inc.**

FILED
00 AUG 31 PM 3: 15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract for the purpose of organizing a corporation pursuant to the laws of the State of Florida; does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

The name of this corporation shall be Duncan & Associates, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATION EXISTENCE

This Corporation shall commence corporate existence on the date these Articles are filed with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business.

ARTICLE IV

CAPITAL STOCK

1. Number of Class of Shares Authorized: Par Value.

This Corporation is authorized to issue 750,000 shares of voting common stock, having a par value of \$0.01 per share, which shall be designated "Common Stock".

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any kind, class or series as that which he already holds, to purchase his prorata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The office of this Corporation shall be located at 700 E. Airport Blvd. E5, Sanford, Florida 32773. The initial registered agent of the Corporation at that address shall be Tony C. Duncan Jr. The Corporation may change its registered agent of the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) director. The number of directors of the Corporation shall be specified, from time to time, by the laws provided; however that the number of the directors shall never be less than one (1). The names and street address of the initial director of this Corporation are:

Tony C. Duncan Jr.
700 E. Airport Blvd. E-5
Sanford, Florida 32773

ARTICLE VII INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Tony C. Duncan Jr.
700 E. Airport Blvd. E-5
Sanford, Florida 32773

ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees, incorporator (s) and agents, against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, incorporator (s) and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X AMENDMENT

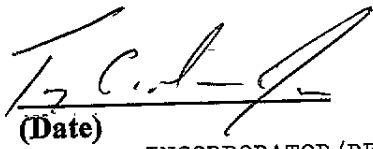
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI HEADING AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall be influenced by any of said headings or captions.

**The undersigned does hereby make and file these Articles of Incorporation,
declaring and certifying that the facts stated herein are true.**

Tony C. Duncan Jr.

A handwritten signature in black ink, appearing to read "T.C. Duncan Jr.", written over a horizontal line.

(Date)

INCORPORATOR/REGISTERED AGENT

I ACCEPT THE DESIGNATION AS REGISTERED AGENT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICES
OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

Duncan & Associates, Inc.

desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Tony C. Duncan Jr. as its registered agent to accept service of process within the State of Florida with its registered office located at 700 E. Airport Blvd. E-5, Sanford, Florida 32773

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26th day of July 2000

Tony C. Duncan Jr.
Registered Agent