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

From: Angie Calabrese
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
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FLORIDA PROFIT CORPORATION OR P.A.
KINCAIDE & ASSOCIATES, INC.

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FAX AUDIT # B00000052927

**ARTICLES OF INCORPORATION OF
KINCAIDE & ASSOCIATES, INC.**
in compliance with Chapter 607, F.S.

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: KINCAIDE & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is: 17050 N.W. 20th Street, Pembroke Pines, Florida 33028.

ARTICLE III - CAPITAL STOCK:

The number of shares of common stock that the Corporation is authorized to issue is ONE HUNDRED (100) at a \$.01 par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV - REGISTERED AGENT:

The name and Florida street address of the registered agent are: Johnny Kincaide Jr., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE V - INCORPORATOR:

The name and street address of the incorporator are: Johnny Kincaide Jr., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

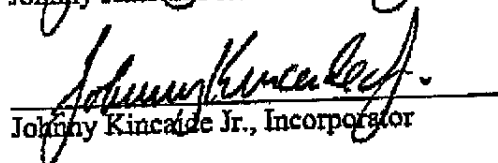
ARTICLE VI - INDEMNIFICATION:

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

Johnny Kincaide Jr. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.


Johnny Kincaide Jr.

Date: 10/6/00


Johnny Kincaide Jr., Incorporator

Date: 10/6/00

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