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DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P O BOX 6327

TALLAHASSEE, FL 32314

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*****78.75 *****78.75

SUBJECT: THE ROBINSON & ASSOCIATES INC.

FILED
01 JAN 17 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FL 32314

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND OUR CHECK FOR 78.75 >

SAMUEL R ROBINSON

NAME

3860 WINDERLAKES DR

ADDRESS

ORLANDO, FL 32835

CITY STATE, ZIP

407-291-6478

PHONE

1-18-01
cc

**ARTICLES OF INCORPORATION
OF
THE ROBINSON & ASSOCIATES GROUP INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. CORPORATE NAME

THE NAME OF THIS CORPORATION IS THE ROBINSON& ASSOCIATES GROUP INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

THE INITIAL OFFICE OF THIS CORPORATION SHALL BE:

3860 WINDERLAKES DR.
ORLANDO, FL 32835

THE REGISTERED AGENT FOR THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

SAMUEL R ROBINSON
3860 WINDERLAKES DR.
ORLANDO, FL 32835

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BYLAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII. INITIAL DIRECTORS

THE NAMES OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

SAMUEL R. ROBINSON III
3860 WINDERLAKES DR.
ORLANDO, FL 32835

ARTICLE VIII. INCORPORATOR

THE NAME OF AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

SAMUEL R. ROBINSON III
3860 WINDERLAKES DR.
ORLANDO, FL 32835

ARTICLE IX. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT OF THESE ARTICLES OF INCORPORATION TO BE MADE.

ARTICLE X. BEGINNING CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00.

ARTICLE XI. OFFICERS

THE OFFICERS OF THE CORPORATON AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

PRESIDENT: SAMUEL R ROBINSON

ARTICLE XII. IDEMNIFICATION

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE IDEMNIFIED, WHETER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVISE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE XIII, COMPENSATION

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR HAS EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION ON January 12, 2001

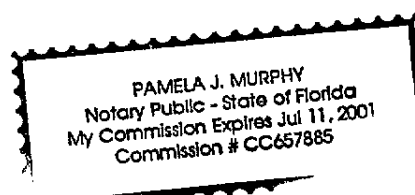
Samuel R. Robinson
INCORPORATOR

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, A NOTARY PUBLIC, PERSONALLY

APPEARED SAMUEL R. ROBINSON, TO ME
KNOWN TO BE THE PERSON DESCRIBED AS THE INCORPORATOR AND WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME
THAT (HE) (SHE) SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON
JANUARY 12 2001

Pamela J. Murphy
NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES:



ACCEPTANCE

I, SAMUEL R. ROBINSON HEREBY ACCEPT THE
DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS UPON THE ROBINSON &
ASSOCIATES GROUP INC. WISHING TO ORGANISE UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH IT'S REGISTERED OFFICE AT ,3860 WINDERLAKES DR ORLANDO, FL 32835
AND AGREE TO ACT AS REGISTERED AGENT FOR SAID CORPORATION AND TO COMPLY
WITH THE PROVISIONS OF FLORIDA LAW PERTAINING TO KEEPING OPEN SAID OFFICE
AND UPON WHOM PROCESS MAY BE SERVED.

Samuel R. Robinson

SWORN BEFORE ME THIS 12th OF JANUARY 2000

FILED
01 JAN 17 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pamela J. Murphy
NOTARY PUBLIC
MY COMMISSION EXPIRES:

PAMELA J. MURPHY
Notary Public - State of Florida
My Commission Expires Jul 11, 2001
Commission # CC657885