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725 N. Magnolia Avenue

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January 26, 2001

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

600003589956--0
-01/29/01-01089-017
*****78.75 *****78.75

Re: PHAN & ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named company. Please file the original in your office and return a certified copy of the Articles to our office at the above shown address.

Enclosed is our check in the amount of \$78.75, covering the following:

\$35.00	Filing Fee
35.00	Certificate designating registered agent
8.75	Certified Copy
<u>\$ 78.75</u>	

Thank you for your assistance.

Sincerely,


L. Bruce Swiren, Esq.

encls.

FILED
01 JAN 29 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

pay
1/30/01
FV

ARTICLES OF INCORPORATION
OF
PHAN & ASSOCIATES, INC.

FILED
01 JAN 29 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is PHAN & ASSOCIATES, INC.

ARTICLE II - DURATION

The period of its duration shall be perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 per share par value.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial place of business and mailing address of this corporation shall be:

PHAN & ASSOCIATES, INC.
730 N. Mills Avenue
Orlando, FL 32803

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

DANNY DUC PHAN
730 N. Mills Avenue
Orlando, FL 32803

ARTICLE VII - INITIAL BOARD OF DIRECTORS & OFFICERS

This corporation shall have at least one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
DANNY DUC PHAN	1940 Westpointe Circle Orlando, FL 32835

The names and addresses of the initial officers of the corporation are:

President:	DANNY DUC PHAN	1940 Westpointe Circle Orlando, FL 32835
Treasurer:	DANNY DUC PHAN	1940 Westpointe Circle Orlando, FL 32835
Secretary:	DANNY DUC PHAN	1940 Westpointe Circle Orlando, FL 32835

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
DANNY DUC PHAN	1940 Westpointe Circle Orlando, FL 32835

ARTICLE VIII - AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of JANUARY, 2001.


DANNY DUC PHAN
Incorporator

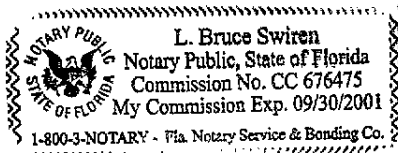
STATE OF FLORIDA)

: ss.

COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared DANNY DUC PHAN, who is personally known to me or who produced FL DRIVERS LIC as identification and who is known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of JANUARY 2001.



L. Bruce Swiren
NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

THAT PHAN & ASSOCIATES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
ORLANDO, FLORIDA HAS NAMED DANNY DUC PHAN, LOCATED AT 1940 WESTPOINTE
CIRCLE, ORLANDO, FL 32835, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

DATE: 1/26/01

Danny Phan
INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATE: 1/26/01

Danny Phan
REGISTERED AGENT

FILED
01 JAN 29 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA