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December 18, 2000

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

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: Articles of Incorporation of Soutar Brown & Associates, P.A.

Dear Sir:

Please find enclosed Articles of Incorporation of Soutar Brown & Associates and a money order in the sum of \$78.75, for filing fees, Registered Agent fee, and certificate of incorporation.

Kindly proceed and return same at your earliest convenience. Thank you.

Sincerely,

Kirk A. Barrow, Esquire

KAB/tag

Encl

FILED
01 JAN 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2001

KIRK A BARROW, ATTORNEY AT LAW
3500 NORTH STATE ROAD 7
SUITE 201
LAUDERDALE LAKES, FL 33319

SUBJECT: SOUTAR BROWN & ASSOCIATES, P.A.
Ref. Number: W01000000203

We have received your document for SOUTAR BROWN & ASSOCIATES, P.A.. However, the document has not been filed and is being returned for the following:

The registered agent designated in your document is not an registered entity according to our records. Such registration is required before your document can be processed. You may also designate an individual or another active entity filed or registered with this office, having a Florida street address.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 701A00000409

**ARTICLES OF INCORPORATION
OF
SOUTAR BROWN & ASSOCIATES, P.A.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I- NAME

The name of this corporation is SOUTAR BROWN & ASSOCIATES, P.A.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business as a professional attorney.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares."

ARTICLE V -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4141 Northwest 5th Street, Suite 104, Plantation, FL 33317, and the name of the initial registered agent of this corporation is the M.A. Aitcheson & Associates, Inc,

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one (1) Director nor more than five (5). The name and address of the initial Board of Directors of the corporation are:

O'Neil Brown	663 Northwest 170 th Terrace, Pembroke Pines, FL
George Soutar	663 Northwest 170 th Terrace, Pembroke Pines, FL

ARTICLE VIII-INCORPORATIONS

The name and address of the Incorporator signing these Articles is Law Office of Kirk A. Barrow.


ARTICLE IX-INDEMNIFICATION

The incorporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18TH day of January 2001.


Law Office of Kirk A. Barrow
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Kirk A. Barrow, of the Law Office of Kirk A. Barrow, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, on this 18 day of January 2001.


Notary Public
State of Florida at Large

My Commission Expires:



Michael A. Aitcheson
Commission # GC 853792
Expires July 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with §48.091 and §607.034, Florida Statutes, the following is submitted:

FIRST that SOUTAR BROWN & ASSOCAITES, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 663 Northwest 170th Terrace, Pembroke Pines, Florida, has named M.A. Aitcheson & Associates, Inc., located at 4141 Northwest 5th Street, Suite 104, Plantation, FL 33317, as its agent to accept services of process within Florida.

Dated: 1/18/2001


Law Office of Kirk A. Barrow
Incorporator

Having been named to accept service of process for the above named incorporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to proper performance of my duties.


Michael Aitcheson, President
Registered Agent.

FILED
01 JAN 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA