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**FISHBACK, DOMINICK, BENNETT, STEPTER,
ARDAMAN, AHLERS & BONUS**

170 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801-2397

G. BEN FISHBACK (1893-1983)

MARK F. AHLERS
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January 26, 2001

Writer's E-Mail
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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

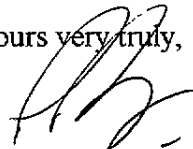
RE: Dunlap & Associates Group, Inc.
Our File No.: D350-17464

Dear Sir or Madame:

Enclosed please find an original and a copy of the Articles of Incorporation for Dunlap & Associates Group, Inc. Please file the Articles and return a certified copy of the Articles and a Charter to my office.

I have also enclosed a check in the amount of \$78.75, representing your fee, and a self-addressed, stamped envelope. If you should have questions or concerns, please call me.

Yours very truly,



Philip F. Bonus

PFB/dap
Enclosures

FILED
01 JAN 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DUNLAP & ASSOCIATES GROUP, INC.

FILED
01 JAN 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is **DUNLAP & ASSOCIATES GROUP, INC.**

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is: 16680 Lake Pickett Road, Orlando, Florida 32820.

The initial mailing address of this Corporation is: 16680 Lake Pickett Road, Orlando, Florida 32820.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is J. CRAIG DUNLAP, and the address of this initial Registered Agent is 16680 Lake Pickett Road, Orlando, Florida 32820.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The name and address of the initial directors of this Corporation is:

J. CRAIG DUNLAP
16680 Lake Pickett Road
Orlando, Florida 32820

SYLVIA SEATON DUNLAP
16680 Lake Pickett Road
Orlando, Florida 32820

ARTICLE IX. INCORPORATOR

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

J. CRAIG DUNLAP
16680 Lake Pickett Road
Orlando, Florida 32820

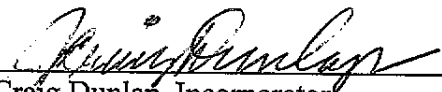
ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of the shareholders, and the business affairs of this Corporation will be managed under the direction of the shareholders of this Corporation.

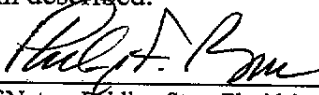
DATED: JANUARY 25, 2001.



J. Craig Dunlap, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of JANUARY, 2001, by J. CRAIG DUNLAP, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.

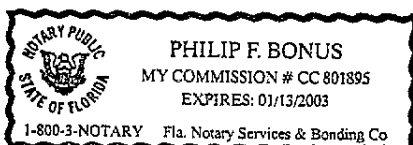


(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____



ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of J. CRAIG DUNLAP, and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.



J. CRAIG DUNLAP
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of JANUARY, 2001, by J. CRAIG DUNLAP, described as the REGISTERED AGENT for DUNLAP & ASSOCIATES GROUP, INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.

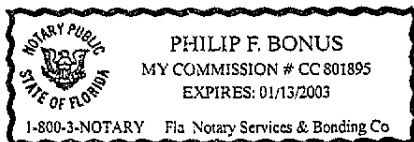


(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____



FILED
01 JAN 30 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA