

PO1000054369

M.M. McCULLOUGH
525 Citrus St.
Altamonte Sps. FL32701

800004220448--9
-05/16/01--01101--001
*****63.00 *****63.00

Gentlemen:

May 01, 2001

Please reserve the name McCullough & Associates Inc. for a corporation that is being formed.

I have enclosed Articles of Incorporation for your review. I have also enclosed check in the amount

\$ 63.00 for the fee.

Sincerely yours,



M.M. McCullough

800004220448--9
-06/04/01--01014--001
*****7.00 *****7.00

FILED
01 JUN -1 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 04 2001

601-11714 (6)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2001

M M MCCULLOUGH
525 CITRUS ST
ALTAMONTE SPRINGS, FL 32701

SUBJECT: MCCULLOUGH & ASSOCIATES, INC.
Ref. Number: W01000011714

We have received your document for MCCULLOUGH & ASSOCIATES, INC. and check(s) totaling \$63.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$7.00.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 901A00031665

ARTICLES OF INCORPORATION
OF
McCULLOUGH & ASSOCIATES, INC.

FILED
01 JUN -1 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, the subscriber to these Articles of Incorporation, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is McCULLOUGH & ASSOCIATES, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in consultation and management of real estate, hotels and motels and other businesses relating to the general public.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

To engage in any activity or business permitted under the laws of the United States and of this State.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 525 Citrus Street, Altamonte Springs, Florida 32701, and the name of the initial registered agent of this corporation is M.M. McCullough.

ARTICLE V DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders. The name and street addresses of the director of this corporation who shall hold office for the first year or until his successor is chosen shall be M.M. McCullough, 525 Citrus Street, Altamonte Springs, Florida 32701.

ARTICLE VI SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is M. M. McCullough, 525 Citrus Street, Altamonte Springs, Florida 32701.

ARTICLE VII BUSINESS OPERATIONS

Except as otherwise provided by law: All business affairs of the corporation shall be conducted in compliance with general corporate practices, which are characteristic of those ordinarily relating to business corporations; all shares of stock in the corporation shall be fully transferable; management of the corporation shall be vested in the Board of Directors; liability of shareholders shall be limited to their

respective interests in the stock of the corporation; and the continuity of the corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the corporation, its employees or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase agreements, or other corporate plans available to business corporations.

ARTICLE VIII AMENDMENT

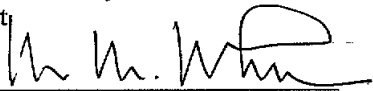
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, in accordance with applicable provisions relating to corporations.

ARTICLE IX COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist upon the approval of the Secretary of State, State of Florida.

REGISTERD AGENT ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent


M.M. McCullough

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber for the purposes of forming a corporation to perform the services as aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of April, 2001


M. M. McCullough

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared M. M. McCullough, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of April, 2001, at Longwood, Florida.


Notary Public, State of Florida

My Commission Expires: 4/14/04

