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FILED
2001 JUN -4 PM 6:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 30, 2001

Florida Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

000004340050--6
-06/04/01--01101--013
*****87.50 *****87.50

Re: ANDREWS & ASSOCIATES, P.A.

Dear Sir:

Enclosed for filing are the Articles of Incorporation for the above corporation, as well as the Certificate Designating Registered Office and Registered Agent. I have enclosed a check in the amount of \$ 87.50 for filing fee. Please file the Articles of Incorporation effective June 1, 2001, and return a certified copy of the Articles to me at P.O. Box 952643, Lake Mary, Florida 32795-2643.

Thank you for your attention to this matter.

Respectfully,

Kenneth Andrews
Kenneth Andrews

2544
001-13151

Andrews
1021 Ridgewood Pl
Tallahassee, FL 32314

GA
6/15/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 8, 2001

KENNETH ANDREWS
POST OFFICE BOX 952643
LAKE MARY, FL 32795-2643

SUBJECT: ANDREWS & ASSOCIATES, P.A.
Ref. Number: W01000013151

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 401A00035537

EFFECTIVE DATE

6/1/01

ARTICLES OF INCORPORATION

OF

ANDREWS & ASSOCIATES LAW FIRM, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be:

ANDREWS & ASSOCIATES LAW FIRM, P.A.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon June 1, 2001, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

The specific purpose of this Corporation shall be the rendering of legal services and its general purpose shall be the transaction of any and all lawful business now or hereafter granted to professional service. This Corporation shall have all of the powers enumerated in the General Corporation Law of Florida, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV.
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Authorized | Shares | Par Value Per Share | Class of Stock |
|-------------------------|--------|------------------------|----------------|
| 10,000 | | \$0.01 | Common |

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at:

498 Palm Springs Drive
Suite 100
Altamonte Springs, Florida 32701

**ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the initial registered office of this Corporation shall be:

Kenneth Andrews, Esq.

498 Palm Springs Drive
Suite 100
Altamonte Springs, Florida 32701

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of this Articles of Incorporation.

**ARTICLE VII.
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as Incorporator shall be:

Kenneth Andrews, Esq.
498 Palm Springs Drive
Suite 100
Altamonte Springs, Florida 32701

**VIII.
BOARD OF DIRECTORS**

This corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws. Directors may be removed without cause. The name and street address of the initial directors shall be:

Kenneth Andrews, Esq.
498 Palm Springs Drive
Suite 100
Altamonte Springs, Florida 32701

**ARTICLE IX.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE X.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XI.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XIII
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal this 13 day of June, 2001.



Kenneth Andrews, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me by Kenneth Andrews, who produced a Florida Driver's License as identification this 13th day of June, 2001.



Notary Public
My Commission Expires:

(Notarial Seal)

 Rhonda C Olive
My Commission CC773178
Expires November 7, 2002

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

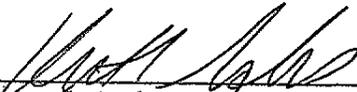
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Kenneth Andrews, desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 498 Palm Springs, Suite 101, Altamonte Springs, Florida 32701, has named and designated Kenneth Andrews, Esq. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13 day of June, 2001.



Kenneth Andrews, Esquire
Registered Agent

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