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JEFF BISHOFF  
9822 N. E. 2<sup>ND</sup> AVENUE  
SUITE 10  
MIAMI SHORES, FL 33138

FILED  
01 JUN 15 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 12, 2001

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\*\*\*\*122.50 \*\*\*\*\*78.75

Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

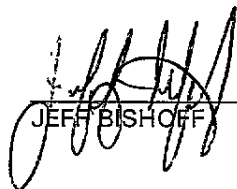
Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation of J. Bishoff & Associates, Inc.

Also enclosed is a check in the amount of \$122.50 to cover charter tax, filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

  
JEFF BISHOFF

D. BROWN JUN 18 2001 ✓

CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

OF

J. BISHOFF & ASSOCIATES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is J. Bishoff & Associates, Inc., hereinafter referred to as the Corporation.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and object and purposes proposed to be transacted, promoted or carried on are to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of the corporation shall be Five Hundred (500) shares of common stock of One Dollar (\$1.00) par value.

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Shareholders.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI

The initial street address of said Corporation is 9822 N. E. 2<sup>ND</sup> Avenue, Suite 10, Miami Shores, FL 33138, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

#### ARTICLE VII

##### NUMBER OF DIRECTORS

There shall be no directors. The Corporation shall be managed by the stockholders.

#### ARTICLE VIII

The name and post office addresses of each subscriber to this Certificate of Incorporation and statement of the number of shares of stock which they agree to take as follows:

JEFF BISHOFF	500 Shares
9822 N. E. 2 <sup>ND</sup> Avenue	
Suite 10	
Miami Shores, FL 33138	

#### ARTICLE IX

##### OFFICERS

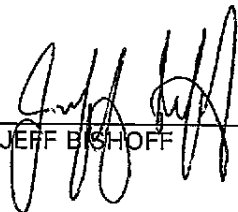
The officers of this corporation shall be a President, Vice President and Secretary.

All officers or agents, as may be deemed necessary by the Shareholders shall be chosen in the manner and hold office for the term prescribed in the by-laws or determined by the Shareholders.

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal this 12<sup>th</sup> day of June, 2001 for the purpose of forming this Corporation for profit under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation and certify that the facts herein stated are true.

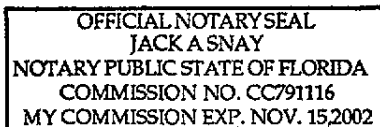
  
\_\_\_\_\_  
JEFF BISHOFF


STATE OF FLORIDA}ss:  
COUNTY OF MIAMI-DADE}

BEFORE ME, this day personally appeared, JEFF BISHOFF to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation and acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 12<sup>th</sup> day of June, 2001.

My Commission Expires:



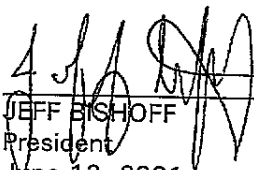
  
\_\_\_\_\_  
Notary Public State of Florida at Large

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

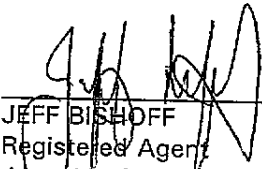
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST—THAT J. BISHOFF & ASSOCIATES, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT STATE OF FLORIDA, HAS NAMED JEFF BISHOFF, 9822 N. E. 2<sup>ND</sup> AVENUE,  
SUITE 10, CITY OF MIAMI SHORES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

  
JEFF BISHOFF  
President  
June 12, 2001

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.

  
JEFF BISHOFF  
Registered Agent  
June 12, 2001