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June 12, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/18/01--01097--005
***122.50 ***78.75

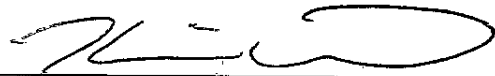
Re: K.W.D. & ASSOCIATES, INC.

Gentlemen:

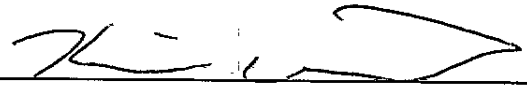
Enclosed please find the original and one copy of the Articles of Incorporation, along with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of the Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Kevin W. Downs



K.W.D. & Associates, Inc.

MAILING ADDRESS OF CORPORATION

556 Plaza Seville Court #107
Treasure Island, FL 33706

PHONE (727) 363-8626

01 JUN 18 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS
6/15/01

ARTICLES OF INCORPORATION

of

FILED

01 JUN 18 AM 11:56

K.W.D. & ASSOCIATES, INC.

(Name of Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: K.W.D. & ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according in Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

Name: <u>K.W.D. & Associates, Inc.</u>		
Address: <u>556 Plaza Seville Court #107</u>		
City: <u>Treasure Island</u>	FLORIDA	Zip: <u>33706</u>

The name and street address of the Initial Registered Agent of this Corporation is:

Name: <u>Kevin W. Downs</u>		
Address: <u>556 Plaza Seville Court #107</u>		
City: <u>Treasure Island</u>	FLORIDA	Zip: <u>33706</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

	Director 1	Director 2	Director 3
Name:	<u>Kevin W. Downs</u>		
Address:	<u>556 Plaza Seville Court #107</u>		
City:	<u>Treasure Island</u>		
State:	<u>Florida</u>		
Zip:	<u>33706</u>		

ARTICLE VII - INCORPORATION

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

	Incorporator 1	Incorporator 2	Incorporator 3
Name:	Kevin W. Downs		
Address:	556 Plaza Seville Court #107		
City:	Treasure Island		
State:	Florida		
Zip:	33706		

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12th day of June, 2001.

 (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
 SS
COUNTY OF PINELLAS)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

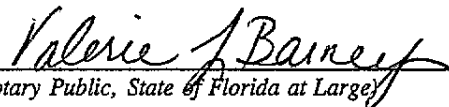
____ Kevin W. Downs _____

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHERE, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12th day of June, 2001.



Valerie J. Barney
MY COMMISSION # CC787793 EXPIRES
December 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


(Notary Public, State of Florida at Large)

My Commission Expires:

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED
JUN 18 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

of

K.W.D. & ASSOCIATES, INC.
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation.

at 556 Plaza Seville Court #107

Treasure Island, FL 33706

has named Kevin W. Downs

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)