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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****87.50 *****87.50

SUBJECT: BETTENCOURT & ASSOCIATES, P.A.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copy & certificate of status.

FROM: Nigel A. Bettencourt
3500 Gateway Drive, Suite 106
Pompano Beach, FL 33069
954-957-7155

B. Mitchell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETTENCOURT & ASSOCIATES, P.A.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I The name of this corporation is

BETTENCOURT & ASSOCIATES, P.A.

ARTICLE II This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States of America or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as a security of payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not consistent with its articles of incorporation or with the laws of this state, or administration;

To make donations for public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

To engage in business as a real estate company or firm

ARTICLE IV. The aggregate number of shares which this corporation shall have authority to issue is the total sum of one thousand (1000) shares, having and individual par value of one dollar (\$1.00). Unless otherwise stated in these articles there shall only be one (1) class of stock in this corporation.

ARTICLE V. The principal office and mailing address of the corporation shall be:

3500 Gateway Drive, Suite 106
Pompano Beach, Florida 33069

ARTICLE VI. The street address of the initial registered office of this corporation 3500 Gateway Drive, Suite 106, Pompano Beach, Florida 33069 and the name of the initial registered agent of this corporation at that address is Nigel A. Bettencourt, (a Florida Corporation or an individual).

ARTICLE VII. The Corporation shall initially have 1 Director(s) to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors are:

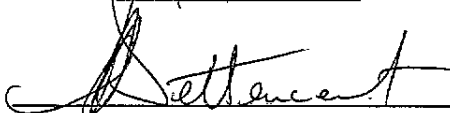
Nigel A. Bettencourt
3500 Gateway Drive, Suite 106, Pompano Beach, Florida 33073

ARTICLE VIII. The name and address of the Incorporator signing these Articles is:

Nigel A. Bettencourt
3500 Gateway Drive, Suite 106, Pompano Beach, Florida 33073

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 7/10/01/2001



Nigel A. Bettencourt

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Bettencourt & Associates, P.A.

Pursuant to Florida Statutes, sections 607.0501 and 607.0505, 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:

3500 Gateway Drive, Suite 106, Pompano Beach, Florida 33069

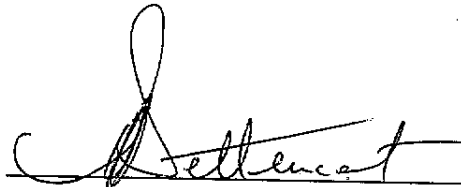
has named:

Nigel A. Bettencourt

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

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, 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)

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TALLAHASSEE, FLORIDA