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TRANSMITTAL LETTER

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

Via overNight Courier.

Subject: McGee & McCarthy, Inc.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FL 32314
02 FEB 12 11:10:00

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$87.50
(Filing Fee, Certified Copy and Certificate of Status).

From: Chris McGee
365 Fairgreen Place
Casselberry, FL 32707
407-448-4319

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ARTICLES OF INCORPORATION

OF

MC GEE & MCCARTHY, INC.

(a Florida corporation)

ARTICLE I - NAME

The name of the Corporation is **MC GEE & MCCARTHY, INC.** (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The current mailing address of the principal place of business of the Corporation is 2513 Maitland Crossing Way, #14-312, Orlando, FL 32810.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of voting common stock, par value \$0.01 per share (the "Voting Stock").

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

Michael McCarthy, President, Secretary & Director

2513 Maitland Crossing Way, #14-312, Orlando, FL 32810

Chris McGee, Vice President, Treasurer & Director

365 Fairgreen Place, Casselberry, FL 32707

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ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2513 Maitland Crossing Way, #14-312, Orlando, FL 32810. The name of the initial registered agent of the Corporation at that address is Michael McCarthy.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation is Chris McGee, 365 Fairgreen Place, Casselberry, FL 32707.

ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE X - BYLAWS

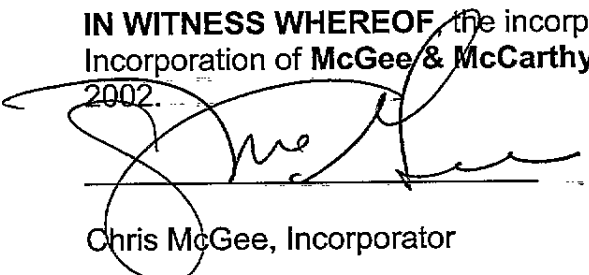
The Board shall have the power to adopt, amend or repeal the bylaws of the Corporation or any part thereof.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed provided that all of the shareholders of the Corporation consent to such alteration,

amendment or repeal in accordance with the applicable provisions of Florida law.

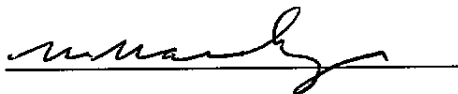
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of **McGee & McCarthy, Inc.**, this 11 day of February, 2002.


Chris McGee, Incorporator

CONSENT OF REGISTERED AGENT
OF
McGee & McCarthy, Inc.

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STATE
SECRETARY OF
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The undersigned, Michael McCarthy, whose business address is 2513 Maitland Crossing Way, #14-312, Orlando, FL 32810, hereby accepts appointment as the initial registered agent of **McGee & McCarthy, Inc.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Michael McCarthy, Registered Agent