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FLORIDA PROFIT CORPORATION OR P.A.

THE MICHAEL RYAN GROUP INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 29, 2002

FAS-T

SUBJECT: THE MICHAEL RYAN GROUP INC.
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

The Michael Ryan Group Inc.

The undersigned incorporators hereby file these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this Corporation shall be

**The Michael Ryan Group Inc.
11343 NW 15th Court, Pembroke Pines, Fl 33026.**

ARTICLE II

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) To transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

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ARTICLE III
Stock

The authorized capital stock of this Corporation shall consist of 100,000 shares of Common Stock with a par value of \$.01 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Michael Ryan Johnson
11343 NW 15 Court
Pembroke Pines, Fl. 33026

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 11343 NW 15 Ct, Pembroke Pines, Fl. 33026. The name of the initial Registered Agent of this Corporation at the above address shall be Michael Ryan Johnson.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (5) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of (1) person.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Michael Ryan Johnson
11343 NW 15 Court
Pembroke Pines, Fl. 33026

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

The Corporation shall be required to file a balance sheet and a profit and loss statement to its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XII
Commencement of Corporate Existence

The existence of this Corporation shall, in accordance with Florida law, commence on the filing date of these articles of incorporation.

ARTICLE XIII
Preemptive Rights

Should any stockholder wish to dispose of his stock it shall first be offered to the remaining stockholders, at a price no greater than a bona-fide offer by any third person, and said shall be available for a period of ninety (90) days to such remaining stockholders. In the event that any of said stock is not purchased by any of the remaining stockholders within (90) days of the offer, the stockholder may then sell said stock to a third person.

ARTICLE XIV

The Stock of this corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided hereunder.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation this day of April 26, 2002.

Signature of Incorporators

By: _____

Michael Ryan Johnson

Having been named to accept service of process for the above stated Corporation, at the place designated in these articles, I hereby agree to act in the capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 of Florida Statutes.

By: _____

Michael Ryan Johnson

Date: 04-26-2002

Documents Prepared By:

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2701 N. Hiatus Road
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