

**6610 East Fowler Avenue Suite B
Tampa, FL 33617
Phone (813) 989-2299 FAX (813) 899-4407**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG 22 AM 9:26

AUGUST 20, 2002

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DIVISION OF CORPORATIONS
THE CAPITOL
Tallahassee, Florida 32301

Attn: Secretary of State

Dear Sir:

Enclosed please find Articles of Incorporation for the following corporation: **WAYNE BROWN & ASSOCIATES INC.**

WAYNE BROWN & ASSOCIATES INC.

We have also enclosed a check made payable to Secretary of State in the amount of \$70.00 to cover the filing fees for this corporation.

If any additional fees are due, please contact this office for payment. Please mail the approved Articles of Incorporation and assigned Charter No. to the address indicated below.

Yours truly,

Judith M. Ballon

Encs. (2)

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ARTICLES OF INCORPORATION OF

Wayne Brown & Associates Inc.

ARTICLE I – NAME

The name of this corporation is Wayne Brown & Associates Inc.

ARTICLE II – DURATION

This corporation shall have perpetual existence.

ARTICLE III – PURPOSE

This corporation is organized for the following purposes:
To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock for the Par Value of \$1.00 which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V – PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – PRINCIPAL OFFICE AND REGISTERED AGENT

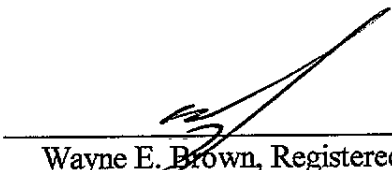
The principal office and mailing address of this corporation is

511 Erie Ave.
Tampa FL 33606

The name and address of the initial Registered Agent of this corporation is

Wayne E. Brown
511 Erie Ave.
Tampa FL 33606

"I hereby am familiar with and accept the duties and responsibilities as Registered Agent."


Wayne E. Brown, Registered Agent

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors(s) initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and address of the initial director(s) of the corporation is (are):

Wayne E. Brown
511 Erie Ave.
Tampa FL 33606

ARTICLES VIII – INCORPORATOR

The name and address of the person signing these Articles is

Wayne E. Brown
511 Erie Ave.
Tampa FL 33606

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XI – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of August, 2002.



Wayne E. Brown, Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

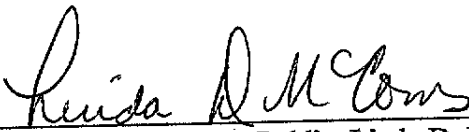
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Wayne E. Brown and personally known to me, or who presented a valid Driver's License and who did (did not) take an oath, and who did acknowledge before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of August, 2002 .





Notary Public, Linda D. McCombs
State of Florida at Large