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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

long & walters, c.p.a. & ASSOCIATES, P.A.

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ARTICLES OF INCORPORATION
OF
LONG & WALTERS, C.P.A. & ASSOCIATES, P.A.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE PROFESSIONAL SERVICE CORPORATION ACT HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

LONG & WALTERS, C.P.A. & ASSOCIATES, P.A.

ARTICLE II NATURE OF CORPORATE BUSINESS

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA. THE MAIN PURPOSE OF SAID CORPORATION IS TO PERFORM ACCOUNTING SERVICES.

ARTICLE III PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

11555 HERON BAY BLVD SUITE # 200
CORAL SPRINGS, FLORIDA 33076

ARTICLE IV CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE V INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS TWO (2). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

ROBERT E. LONG 11555 HERON BAY BLVD SUITE # 200
CORAL SPRINGS, FL 33076

RONALD J. WALTERS 11555 HERON BAY BLVD SUITE # 200
CORAL SPRINGS, FL 33076

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ARTICLE VI INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

ROBERT E. LONG 11555 HERON BAY BLVD SUITE # 200
CORAL SPRINGS, FL 33076

These Articles of Incorporation Prepared by:
Robert E. Long
11555 Heron Bay Blvd Suite 200 Coral Springs, Florida 33076 (954) 603-0480

ARTICLE VII EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VIII PREEMPTIVE RIGHTS

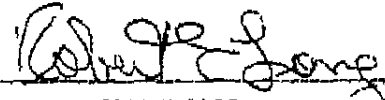
SHAREHOLDERS OF THE CORPORATION SHALL HAVE PREEMPTIVE RIGHTS TO ACQUIRE THEIR PRO RATA SHARE OF STOCK OF THE CORPORATION FOR ALL ISSUES OF ANY CLASS OF STOCK OF THE CORPORATION NO MATTER WHEN AUTHORIZED, AND FOR WHATEVER CONSIDERATION IS CONTEMPLATED TO BE RECEIVED BY THE CORPORATION, INCLUDING BUT NOT LIMITED TO CASH, OTHER PROPERTY, SERVICES, THE ACQUISITION OF OTHER CORPORATIONS' SHARES OF PROPERTY THROUGH MERGER OR THE EXTINGUISHMENT OF DEBTS. PREEMPTIVE RIGHTS SHALL APPLY TO THE REISSUE OF ALL REDEEMED OR OTHERWISE ACQUIRED SHARES, INCLUDING THE REISSUE OF TREASURY SHARES.

ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

ROBERT E. LONG
11555 HERON BAY BLVD SUITE # 200 CORAL SPRINGS, FL 33076

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE :
January 8th, 2003



ROBERT E. LONG, INCORPORATOR

TOTAL P.04

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS LONG & WALTERS, C.P.A. & ASSOCIATES, P.A.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ROBERT E. LONG
11555 HERON BAY BLVD SUITE # 200 CORAL SPRINGS, FL 33076

SIGNATURE Robert E. Long
TITLE: INCORPORATOR

DATE: JANUARY 13TH, 2003

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Robert E. Long
REGISTERED AGENT DATE: JANUARY 13TH, 2003

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