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

From:  
Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.  
Account Number : 076666002140  
Phone : (727) 461-1818  
Fax Number : (727) 441-8617

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SECRETARY OF STATE  
ALLAHASSEE FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

MICHAEL LOTFI & ASSOCIATES, INC.

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Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MICHAEL LOTFI & ASSOCIATES, INC.

ARTICLE I - Name and Address

The name of this corporation is MICHAEL LOTFI & ASSOCIATES, INC.. The mailing address of the corporation is: 1124 Lakeview Road, Suite 3, Clearwater, Florida 33756. The address of the corporation's principal office is 1124 Lakeview Road, Suite 3, Clearwater, Florida 33756.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class or bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of any shares of stock of any class, confer any preemptive rights that the board of directors may deem advisable in connection with such issuance.

Prepared By:

BRUCE H. BOKOR, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
Bar No. 0150340  
(813) 461-1818

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1124 Lakeview Road, Suite 3, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is MICHAEL LOTFI.

ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
MICHAEL LOTFI	1124 Lakeview Road, Suite 3 Clearwater, FL 33756

ARTICLE VII - Indemnification

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

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of March, 2003.

MICHAEL LOTFI 

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, MICHAEL LOTFI & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL LOTFI, located at 1124 Lakeview Road, Suite 3, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

MICHAEL LOTFI

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