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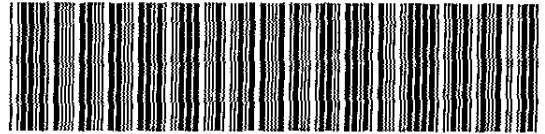
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN LEE BREWERTON, III, P.A.

COUNSELORS AT LAW

250 NORTH ORANGE AVENUE, PENTHOUSE SUITE
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E MAIL: BREWLAW@AOL.COM
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February 28, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations, Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Yhi Associates Corp; Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find the original executed Articles of Incorporation for the above-captioned company. Also enclosed is our firm's check number 4291, payable to the Florida Department of State in the amount of \$87.50.

Please file the Articles of Incorporation upon your receipt, and return a certified copy and a certificate of status to me as soon as possible in the enclosed self-addressed Federal Express envelope.

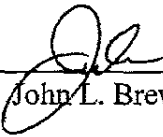
Thank you in advance for your assistance in this matter. If you have any questions, please do not hesitate to call me.

With best regards, I am

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: _____


John L. Brewerton, III

JLB/dh
Encl.

**ARTICLES OF INCORPORATION
OF
Yhi Associates Corp.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Yhi Associates Corp. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation is Yhi Associates Corp. The street address of the initial principal office of the corporation is 250 N. Orange Avenue, Penthouse Suite, Orlando, Florida 32801. The mailing address of the corporation is 250 N. Orange Avenue, Penthouse Suite, Orlando, Florida 32801.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing of these Articles with the Secretary of State of the State of Florida, and continue in perpetuity until dissolved under the laws of the State of Florida.

ARTICLE III. PURPOSES

This corporation shall consult and assist in software services and growth management targeting the financial industry, and any other lawful business as determined from time to time by the shareholders and directors.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. No preemptive rights are to be granted to shareholders.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation is John L. Brewerton, III, P.A., and its address is 250 North Orange Avenue, Penthouse Suite, Orlando, FL 32801.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Bruce D. Carpenter	1020 Golf Valley Drive Apopka, FL 32712

ARTICLE VII. INCORPORATOR

The name of the incorporator is John L. Brewerton, III, P.A. The address of the incorporator is 250 North Orange Avenue, Penthouse Suite, Orlando, FL 32801.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida.

ARTICLE VIII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE IX **INDEMNIFICATION**

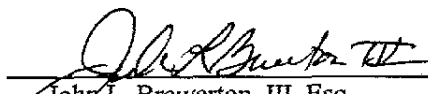
The Company shall indemnify any organizer, manager or member, or any former organizer, manager or member, to the full extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 2003.

INCORPORATOR:

JOHN L. BREWERTON, III, P.A.

By: _____


John L. Brewerton, III, Esq.
Florida Bar No.: 0939900

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

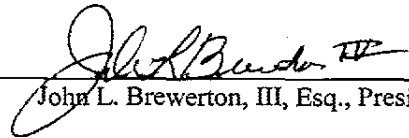
That Yhi Associates Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 250 N. Orange Avenue, Penthouse Suite, City of Orlando, County of Orange, State of Florida, has named John L. Brewerton, III, P.A., as its agent to accept service of process within this state at such address.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, the appointment is hereby accepted and the undersigned, on behalf of the entity so designated, agrees that the entity shall act in that capacity. The undersigned, on behalf of the entity so designated, agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and that said entity is familiar with and accepts the obligations of its position as registered agent.

JOHN L. BREWERTON, III, P.A.

By: _____


John L. Brewerton, III, Esq., President

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TALLAHASSEE, FLORIDA