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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02-16-04
T.O.

Joseph L. Maher III
Certified Public Accountant
2880 N.W. 2nd Ave, Bldg. 4
Boca Raton, Florida 33431

February 6, 2004

Florida Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

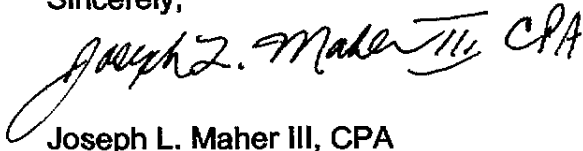
RE: Edward Teach & Associates, Inc.

Dear Sir:

I have enclosed for processing the Articles of Incorporation of Edward Teach & Associates, Inc. and a check for seventy-eight dollars and seventy-five cents (\$78.75) to cover the filing fees.

Also enclosed is the Certificate of Registered Agent. If everything is in order, please send approvals, certified copy, and copy of the law on corporations to me at the address shown above.

Sincerely,


Joseph L. Maher III, CPA

ARTICLES OF INCORPORATION

I, the undersigned, a natural person competent to contract, do hereby make, subscribe, and file these articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

Edward Teach & Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

10 Royal Palm Way, Suite 203
Boca Raton, FL 33432

ARTICLE III - PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

This Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Vince Donmoyer
10 Royal Palm Way, Suite 203
Boca Raton, FL 33432

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

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The name and address of the initial Director is:

Vince Donmoyer
10 Royal Palm Way, Suite 203
Boca Raton, FL 33432

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Joseph Maher III, CPA
2880 NW 2nd Ave., #4
Boca Raton, FL 33431

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE X - IDEMNIFICATION

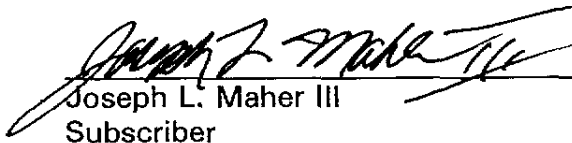
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles

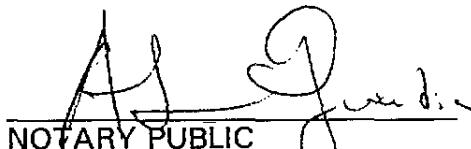
of Incorporation, hereby declaring and certifying that the facts stated herein are true.


Joseph L. Maher III
Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, authorized to take acknowledgements in the State and County se forth above, personally appeared JOSEPH L. MAHER III known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 6th day of February, 2004.


NOTARY PUBLIC



Adriana Guardia
Commission # CC 928917
Expires April 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process
Within This State Naming Agent Upon Whom Process May be Served and
Names and Addresses of the Officers and Directors.

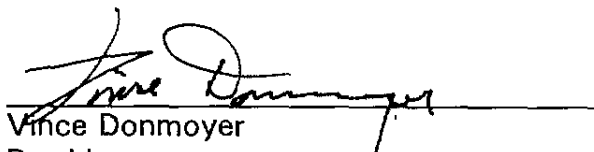
* * * * *

The following is submitted in compliance with Chapter 49.091, Florida Statutes:

a corporation organized (or organizing) under the laws of the State of Florida
with its principal office at 10 Royal Palm Way, Suite 203, in the city of Boca
Raton, County of Palm Beach, State of Florida, as its agent to accept Service of
Process within the State of Florida.

Dated: February 6, 2004

OFFICER:


Vince Donmoyer
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep open during
prescribed hours; to post my name (and any other officers of said corporation
authorized to accept Service of Process at the above Florida designated address)
in some conspicuous place in the office as required by law.

FILING FEE: \$ 78.75