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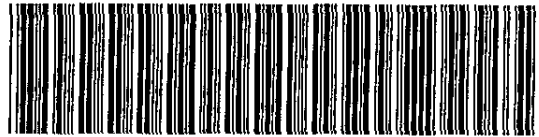
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TALLAHASSEE, FLORIDA

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RICHARD S. FITZPATRICK

CHARLES B. FITZPATRICK

1923 - 1986

AREA CODE 352

726-1821

FAX# 726-4246

Fitzpatrick & Fitzpatrick, P.A.

ATTORNEYS AT LAW
213 NORTH APOPKA AVENUE
INVERNESS, FLORIDA 34450-4296

November 4, 2004

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

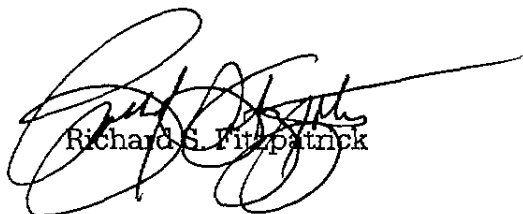
Re: EJM AND ASSOCIATES, INC.

Gentlemen:

I enclose herewith an original and one copy of Articles of Incorporation and Certificate Designating Registered Agent for the above profit corporation. My check in the amount of \$78.75 payable to the Department of State is enclosed covering the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
	<u>\$78.75</u>

Yours very truly,


Richard S. Fitzpatrick

RSF/glf
Enclosures
cc: Edward J. Murphy, III

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ARTICLES OF INCORPORATION
EJM AND ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

Article 1. Name. The name of this corporation is **EJM AND ASSOCIATES, INC.**

Article 2. General Purpose. This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Article 3. Capital Stock. This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article 4. Registered Office and Agent. The street address of the principal place of business of this corporation is **8298 East Fairway Loop, Inverness, Florida**, and the name of the initial registered agent of this corporation is **Edward J. Murphy, III**, whose street address is **8298 East Fairway Loop, Inverness, Florida**, and whose mailing address is **P. O. Box 1453, Inverness, Florida 34451-1453**.

Article 5. Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the by laws, but shall never be less than one. The name of the initial director of this corporation is **Edward J. Murphy, III**.

Article 6. Incorporator. The name and address of the person signing these articles is **Edward J. Murphy, III**.

Article 7. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders of this corporation.

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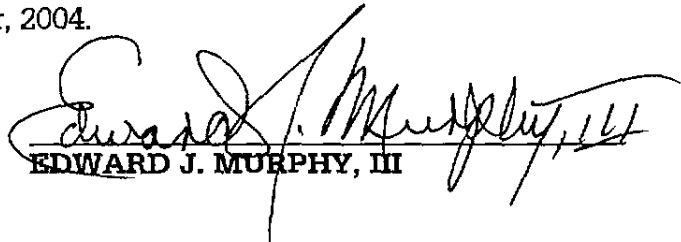
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Article 8. Indemnification. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Article 9. Amendments. 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 or Directors is subject to this reservation.

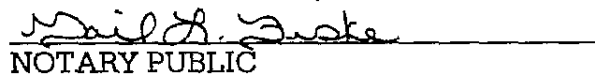
Article 10. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase at pro-rata share thereof at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of November, 2004.


EDWARD J. MURPHY, III

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 4th day of November, 2004, by **Edward J. Murphy, III**, who is personally known to me and who did not take an oath.


NOTARY PUBLIC



CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **EJM AND ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation located at 8298 East Fairway Loop, City of **Inverness**, County of Citrus, State of Florida, has named **EDWARD J. MURPHY, III**, whose address is 8298 East Fairway Loop, City of Inverness, County of Citrus, State of Florida (P. O. Box 1453, Inverness, Florida 34451-1453), as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


EDWARD J. MURPHY, III
Registered Agent

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