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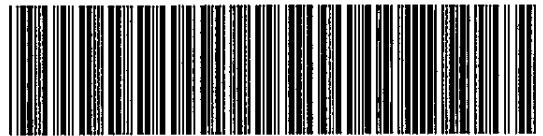
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 FEB 07 2006

DUERR & CULLEN, CPAs, PA
380 South State Road 434
Suite 1004, #272
Altamonte Springs, Florida 32714
407-625-3879

January 20, 2006


Department of State
Division of Corporations
Corporate Filings
409 Gaines Street
Tallahassee, FL 32399

Re: Duerr & Cullen, CPAs, PA

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Duerr & Cullen, CPAs, PA together with my check in the amount of \$78.75 representing the \$35.00 filing fee, \$35.00 fee for registered agent designation and \$8.75 for a certified copy. Please file the original and return a certified copy to me in the enclosed self-addressed stamped envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,


John E. Cullen

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DUERR & CULLEN, CPAs, PA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby for a corporation under the laws of the State of Florida, for the purpose of becoming a Professional Service Corporation, pursuant to Chapter 621 and Chapter 607, *Florida Statutes* (2001) under and pursuant to the following Articles:

ARTICLE I

The name of this Corporation is:

DUERR & CULLEN, CPAs, PA

ARTICLE II

The nature of the business of this corporation is to engage in the practice as a Certified Public Accountant and any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 100 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: John E. Cullen, 13132 Fox Glove Street, Winter Garden, Florida 34787. The stockholders may from time to time move the principal office to any other address in Florida. The principal office and mailing address in the State of Florida is 380 South State Road 434, Suite 1004, #272, Altamonte Springs, Florida 32714.

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Christopher R. Duerr	380 South State Road 434, Suite 1004, #272 Altamonte Springs, Florida 32714
John E. Cullen	380 South State Road 434, Suite 1004, #272 Altamonte Springs, Florida 32714

ARTICLE VIII

The name and address of the subscribers to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher R. Duerr	380 South State Road 434, Suite 1004, #272 Altamonte Springs, Florida 32714
John E. Cullen	380 South State Road 434, Suite 1004, #272 Altamonte Springs, Florida 32714

ARTICLE IX

These Articles of Incorporation may be amended, in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, 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 his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

The corporate shares issued hereunder shall be restricted to issuance and transfer as required by Sections 621.09, 621.10, and 621.11, *Florida Statutes* (2001). The manner in form as well as the relevant terms, conditions, and details thereof shall be noted on the back of each stock certificate.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 20th day of January 2006.



CHRISTOPHER R. DUERR


JOHN E. CULLEN

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared **CHRISTOPHER R. DUERR**, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 20th day of January 2006.


Notary Public State of Florida
My Commission Expires:

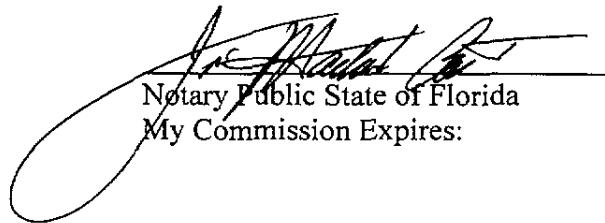


STATE OF FLORIDA

COUNTY OF Seminole

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared **JOHN E. CULLEN**, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 23 day of January 2006.


Notary Public State of Florida
My Commission Expires:



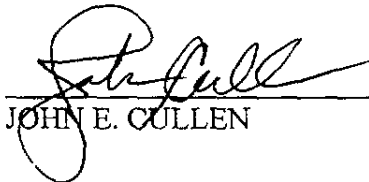
Jose Machado-Castro
My Commission DD309653
Expires April 12, 2008

**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
DUERR & CULLEN, CPAs, PA**

Pursuant to the provisions of *Florida Statutes, Sections 48.091 and 607.034(3)*, the undersigned, as Director of **DUERR & CULLEN, CPAs, PA** hereby files this statement of designation and acceptance of the initial registered agent of the Corporation.

The street address and mailing address of the initial registered office of this Corporation is 13132 Fox Glove Street, Winter Garden, Florida 34787 and the name of the initial registered agent of this Corporation at that address is John E. Cullen.

DATED this 20th day of January 2006



JOHN E. CULLEN

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **DUERR & CULLEN, CPAs, PA** at the initial registration office of the Corporation at 13132 Fox Glove Street, Winter Garden, Florida 34787.

DATED this 20th day of January 2006.



JOHN E. CULLEN

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TALLAHASSEE, FLORIDA