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Florida Department of State  
Division of Corporations  
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## To:

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

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**BILL CAREY & ASSOCIATES, INC.**

Certificate of Status	1
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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

Bill Carey & Associates, Inc.

The undersigned incorporation(s), for the purpose of forming a corporation  
Under the Florida Business Corporation Act, hereby adopt(s) the following  
Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

**Bill Carey & Associates, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**7077 Bonneval Road, Suite #410  
Jacksonville, FL 32216**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorize to have  
outstanding at any one time is

**1,000 shares @ 1.00 par value**

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**William Carey  
7077 Bonneval Road, Suite #410  
Jacksonville, FL 32216**

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ARTICLE V - INCORPORATOR(S)

The name(s) and street address (es) of the incorporator(s) to these Articles of Incorporation is (are):

William Carey  
7077 Bonneval Road, Suite #410  
Jacksonville, FL 32216

Sheryl L. Carey  
7077 Bonneval Road, Suite #410  
Jacksonville, FL 32216

ARTICLE VI AMENDMENT

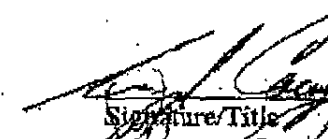
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

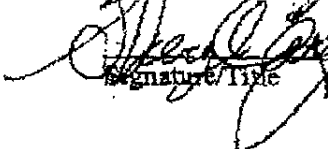
ARTICLE VII - BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and shareholders.

ARTICLE VII - BY LAWS

The undersigned has (have) executed these Articles of Incorporation this  
15 day of Feb., 2006.

  
\_\_\_\_\_  
Signature/Title President

  
\_\_\_\_\_  
Signature/Title Vice President

\_\_\_\_\_  
Signature/Title

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

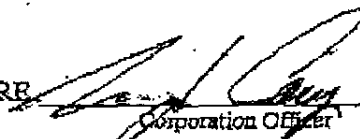
**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

Pursuant to the provisions of section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

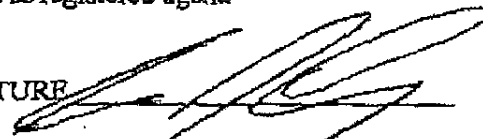
The name of the corporation is: Bill Carey & Associates, Inc.

The name and address of the registered agent and office is

**William Carey  
7077 Bonneval Road, Suite #410  
Jacksonville, FL 32216**

SIGNATURE   
Corporation Officer  
TITLE President  
DATE 2/08/06

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designed in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision Of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE   
DATE 2/08/06

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