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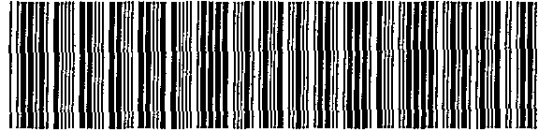
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March 8, 2006

VIA FEDERAL EXPRESS - STANDARD OVERNIGHT

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: THE JUFFE GROUP ACCOUNTING SOLUTIONS, INC.

Ladies and Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation for THE JUFFE GROUP ACCOUNTING SOLUTIONS, INC., together with our check in the amount of \$78.75 for the filing fee and a certified copy.

Should you have any questions concerning this matter, please do not hesitate to contact us at 1-800-214-4826.

Very truly yours,


Anne M. Malley, Esquire

AMM:msl
Enclosures
G&A #0930-010

**ARTICLES OF INCORPORATION OF
THE JUFFE GROUP ACCOUNTING SOLUTIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is THE JUFFE GROUP ACCOUNTING SOLUTIONS, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
2. To do such other thing as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE OF CORPORATION
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 411 Commercial Court, Suite D, Venice, FL 34292, and the name of its initial registered agent at such address is Alejandra M. Juffe.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as members of the initial board of directors are:

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TALLAHASSEE, FLORIDA

Name

Jorge S. Juffe

Alejandra M. Juffe

Address

8872 Ventura Way
Naples, FL 34109

8872 Ventura Way
Naples, FL 34109

**ARTICLE SEVEN
INCORPORATORS**

The names and addresses of the incorporators are:

Name

Jorge S. Juffe

Alejandra M. Juffe

Address

8872 Ventura Way
Naples, FL 34109

8872 Ventura Way
Naples, FL 34109

Executed by the undersigned at Naples, Florida, on March 6th, 2006.

Witness

Witness

Jorge S. Juffe

Alejandra M. Juffe

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for THE JUFFE GROUP ACCOUNTING SOLUTIONS, INC., at the registered office of the corporation at 411 Commercial Court, Suite D, Venice, FL 34292, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under §607.0501 F.S.

Alejandra M. Juffe