

## Florida Department of State

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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

Fax Number : (305)633-9696

### FLORIDA PROFIT/NON PROFIT CORPORATION

s. g. grubbs & associates, inc.

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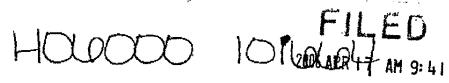
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#### ARTICLES OF INCORPORATION

TALLAHASSEE FLORIDA

OF

#### S. G. GRUBBS & ASSOCIATES, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

#### ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE S. G. GRUBBS & ASSOCIATES, INC.

#### ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

#### ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 3118 S. W. 25
TERR., MIAMI, FL. 33133.

#### ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL

STOCK:

NO. SHARES CLASSIFICATION PAR VALUE

100,000 COMMON

DOCUMENTS PREPARED BY FOY H. HAMMONS 14105 S. N. 82 AVF., MINMI, FLA. 33158 (305) 378-5401

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FIRE-17-2006 09:51 HOLDE COUNTY

\$1.00

SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND. CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

#### ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE. MIAMI, FL. 33158.

#### ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE., MIAMI, FL. 33158.

#### ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTORS OF THIS COMPORATION IS STEVEN G. GRUBBS, 3118 S. W. 25 TERR., MIAMI, FL. 33133.

#### ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO

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THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE
A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE
DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE
CORPORATION.

#### ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

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EXECU	TES	THESE	ARTICLES	OF INCO	RPORATION	THIS _	16	DAY OF	-	-
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			ACCEPT	ANCE BY	REGISTERE	D AGENT	Ē	$\mathcal{L}_{m}$	-	

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT FOR S. G. GRUBBS & ASSOCIATES, INC.

DATED THIS 16 DAY OF Mrd , 20 CC.

REGISTER AGENT

3