

04/26/06 15:00 FAX

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2006 APR 26 P 12:39

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FLORIDA PROFIT/NON PROFIT CORPORATION

TOBEY & ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION
OF
TOBEY & ASSOCIATES, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

TOBEY & ASSOCIATES, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address and mailing address of the initial corporate office and the initial registered office of this Corporation is 8767 The Esplanade, Suite 33, Building 6, Orlando, Florida 32836-8781 and the name of the initial registered agent of this Corporation at that address is Glenn R. Tobey.

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ARTICLE VI - Directors

The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. The name and address of the initial Director is:

Glenn R. Tobey
8767 The Esplanade, Suite 33, Building 6
Orlando, Florida 32836-8781.

ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is:

Glenn R. Tobey
8767 The Esplanade, Suite 33, Building 6
Orlando, Florida 32836-8781.

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

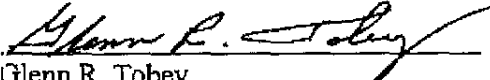
ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

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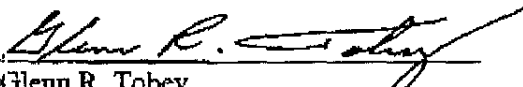
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of April, 2006.


Glenn R. Tobey

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Glenn R. Tobey

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