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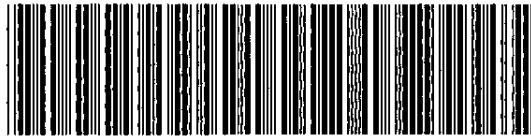
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08 MAR 25 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KENNETH R. WASHBURN
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Member of the Florida Bar
email: krwashburn@hotmail.com

3499 C.R. 36
Auburn, IN 46706-9431

Tel. (260) 927-1093
Fax (260) 927-1093

March 15, 2008

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Kenneth R. Washburn, Professional Association

Dear Sir or Madam:

Enclosed, please find the original copy of the Articles of Incorporation and Designation of Resident Agent for KENNETH R. WASHBURN, PROFESSIONAL ASSOCIATION.

Also, enclosed is my check in the amount of \$78.75 to cover the fees for filing the Articles of Incorporation, and the filing of the Designation of the Resident Agent.


For your information, the undersigned previously was incorporated in the State of Florida as Kenneth R. Washburn, Professional Association, P97000009640, from January 31, 1997 through September 30, 2006.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

Kenneth R. Washburn
3499 C.R. 36
Auburn, IN 46706-9431

Your attention to this matter is most appreciated.

Sincerely,


Kenneth R. Washburn, Esq.
KRW/clg

ARTICLES OF INCORPORATION
FOR KENNETH R. WASHBURN, PROFESSIONAL ASSOCIATION

The undersigned natural person, competent to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation, and Section 621 Florida Professional Service Corporation Act, of Florida Statutes, does hereby adopt the following Articles of Incorporation:

I
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name if this corporation shall be KENNETH R. WASHBURN, PROFESSIONAL ASSOCIATION.

The principal office of this corporation shall be 3499 C.R 36 Auburn, IN 46706-9431.

The mailing address of this corporation shall be 3499 C.R 36 Auburn, IN 46706-9431.

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II
PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a To engage in every aspect of the practice of law, and all its fields of specializations, as are engaged in by Kenneth R. Washburn.
- b To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys at law in good standing and duly licensed or otherwise authorized within the State of Florida to render the same professional service as this corporation.
- c To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.
- d To engage in no other business other than the rendition of the professional services specified herein.
- e To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III
CAPITAL STOCK

- a The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.
- b The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to attorneys at law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV DURATION

These articles shall become effective on April 1, 2008, and the corporation shall have perpetual existence.

V
REGISTERED AGENT

The address of this corporation's initial registered office is 4700 Millenia Blvd. Suite 175 Orlando, FL 32839, and the name of its registered agent at said address is Rachel Moss.

VI INCORPORATOR

The name and address of the Incorporator is as follows:

Kenneth R. Washburn, 3499 C.R. 36, Auburn, IN 46706-9431.

VII BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Kenneth R. Washburn 3499 C.R. 36
Auburn, IN 46706-9431

VII INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation records.

IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to

dividends.

X
INFORMAL DIRECTOR ACTION

If all if the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consents are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida,

This 12th day of March, 2008.


Kenneth R. Washburn, Incorporator

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CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

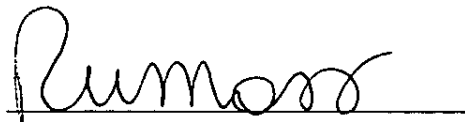
FOR
KENNETH R WASHBURN, PROFESSIONAL ASSOCIATION

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, KENNETH R. WASHBURN, PROFESSIONAL ASSOCIATION, qualified to do business under the laws of the State of Florida, with its principal office at 3499 C.R. 36, City of AUBURN, County of Dekalb, State of Indiana, has appointed RACHEL MOSS at 4700 MILLENIA BLVD, SUITE 175, City of ORLANDO, FLORIDA 32839, County of Orange, State of Florida, as its agent to accept service of process in this state.

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in cursive script, appearing to read 'Rachel Moss', is written over a horizontal line.

Rachel Moss