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SECRET  
TALLAHASSEE, FLORIDA

August 7th, 1995

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Pulley and Associates Inc.

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation (in duplicate) for the above corporation for filing. Also enclosed is our check for \$122.50 to cover the cost of filing and a certified copy.

Please return the certified copy to me at the address shown below.

Thank you for your cooperation in this matter and if you have any questions, please do not hesitate to call me at my office at (813) 797-6145.

Sincerely,

Donn F. Pulley  
3132 Blue Heron St.  
Safety Harbor, Florida 34695

enc.: Articles (x2)  
\$122.50 check

*2nd opinion*

*4th  
8-10-95*

ARTICLES OF INCORPORATION  
OF  
PULLEY AND ASSOCIATES INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Pulley and Associates Inc.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTANCE

The Corporation shall have perpetual existence.

#### ARTICLES IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address are as follows:

| Name           | Address   |
|----------------|---|
| Donn F. Pulley | 3132 Blue Heron St.<br>Safety Harbor, Florida 34695 |

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE VI - BYLAWS

Section 1. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 2. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### ARTICLE VII - AMENDMENTS

The power to amend or repeal the Articles of Incorporation may be exercised pursuant to the laws of the State of Florida as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholder's meeting. If notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or repeal these Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the Directors.

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 3132 Blue Heron St. Safety Harbor, Fl. 34695.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Donn F. Pulley.

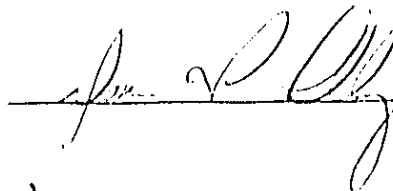
Section 3. The Corporation's principal office and mailing address shall be 3132 Blue Heron St. Safety Harbor, Florida 34695.

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

| NAME           | ADDRESS                                      |
|----------------|--|
| Donn F. Pulley | 3132 Blue Heron St. Safety Harbor, Fl. 34695 |

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 7th day of August, 1995.

 (SEAL)

STATE OF FLORIDA           )  
COUNTY OF PINELLAS       )

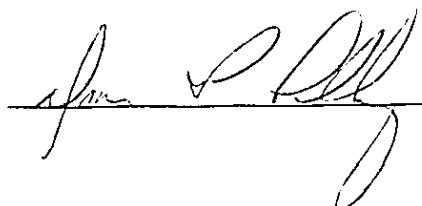
The foregoing instrument was acknowledged before me this 7th day of August, 1995 by Donn F. Pulley who has produced a Florida driver's license as identification and who did not take an oath.



My Commission Expires:

ACCEPTANCE

I hereby accept to act as initial Registered Agent for Pulley and Associates Inc. in these Articles of Incorporation.

 (SEAL)



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CLERK OF COURT  
JANUARY, FLORIDA