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Florida Incorporators, Inc.

Mark S. Hankins
President
115 Skidonia Avenue, Suite 2
Coral Gables, Florida 33134-3440

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May 24, 1996

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

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****122.50 ****122.50

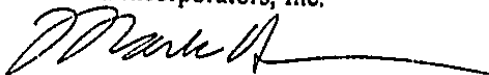
RE: R. THOMPSON & ASSOCIATES, INC.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,
Florida Incorporators, Inc.


Mark Hankins
President

to
6-4-96

ARTICLES OF INCORPORATION

OF

R. THOMPSON & ASSOCIATES, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is R. THOMPSON & ASSOCIATES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and address of the persons who are to serve as directors until the

first annual meeting of shareholders or until their successor(s) are elected and qualified is:

RUBEN THOMPSON
160 N.W. 92nd Street
Miami, Florida 33150

MARIE ESTIME-THOMPSON
160 N.W. 92nd Street
Miami, Florida 33150

SEVENTH: The name and address of the incorporator is:

RUBEN THOMPSON
160 N.W. 92nd Street
Miami, Florida 33150

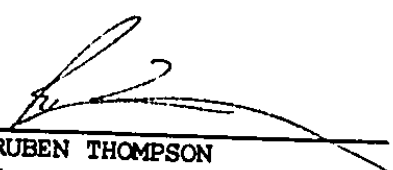
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

RUBEN THOMPSON
160 N.W. 92nd Street
Miami, Florida 33150

NINTH: The principal office of the corporation is:

R. THOMPSON & ASSOCIATES, INC.
160 N.W. 92nd Street
Miami, Florida 33150

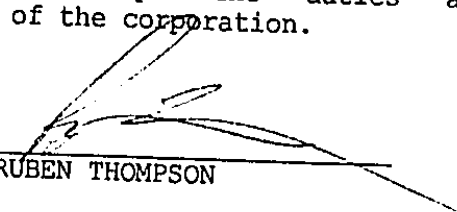
DATED: May 22, 1996.


RUBEN THOMPSON
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

DATED: May 22, 1996.


RUBEN THOMPSON