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LARRY D. PARKS, ESQUIRE

7460 S.W. 130TH STREET
MIAMI, FLORIDA 33156

LARRY D. PARKS
SHIRLEY L. PARKS

TELEPHONE (305) 251-5790
FACSIMILE (305) 254-6929

JULY 2, 1996

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

Re: **HELMICK & ASSOCIATES, INC.**

Dear Sir or Madame;

Attached you will find one original set of Articles of Incorporation and one copy thereof, along with our check in the amount of \$122.50 to cover the following disbursements:

| | |
|--------------|---|
| \$ 35.00 | Filing Articles of Incorporation |
| 52.50 | Certified copy of Articles of Incorporation |
| <u>35.00</u> | Registered Agent Filing Fee |
| \$122.50 | Total |

Please certify and stamp the copy with the filing date and time and return to the undersigned in the envelope provided herewith.

Thank you for your cooperation in this regard.

Sincerely,


Larry D. Parks

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

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637/9/96

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is HELMICK & ASSOCIATES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to , business consulting operations.

ARTICLE IV

CAPITAL STOCK

The corporation shall have authority to issue one class of stock designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

| | |
|-------------|-----------------------|
| ANN HELMICK | 9301 S.W. 92nd Avenue |
| | Miami, Florida, 33176 |

ARTICLE VI

INITIAL PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The address of this corporation's initial principal office mailing address and registered office is:

7460 S. W. 130th Street
Miami, Florida, 33156

and the name of this corporation's initial registered agent at said address is LARRY D. PARKS

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

| | |
|-------------|-----------------------|
| ANN HELMICK | 9301 S.W. 92nd Avenue |
| | Miami, Florida, 33176 |

ARTICLE VIII

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X
AMENDMENT

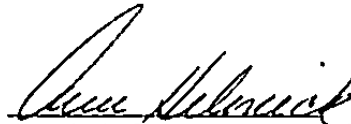
This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of July, 1996.

Witnesses:



Michelle Parker


Ann Helmick, Incorporator

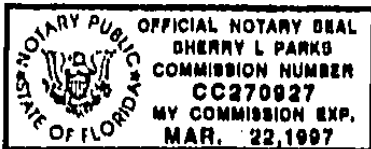
STATE OF FLORIDA:

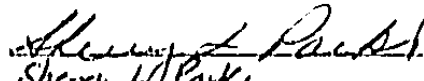
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COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared Ann Helmick, [X]who is personally known to me []who produced the following as identification: _____, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me that he subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 2nd day of July, 1996.




Sherry L. Parks
Notary Public, State of Florida

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That HELMICK & ASSOCIATES, INC. desiring to incorporate under the laws of the State of Florida has named Larry D. Parks, with an address of 7460 S. W. 130th Street, Miami, Florida, 33156, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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

Dated this 2nd day of July, 1996.


Larry D. Parks

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SECRETARY OF STATE
TALLAHASSEE FLORIDA