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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: NAKAMURA AND TRA, [P.A.
AUDIT NUMBER.....H96000015133
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....0
PAGES..... 7
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ARTICLES OF INCORPORATION OF NAKAMURA AND TRA, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of certified public accounting in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Nakamura and Tra, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of certified public accounting as a professional service corporation and to provide services incident thereto.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

3. The services of this Corporation which consist of the practice of certified public accounting shall be carried out only through officers, employees and agents who are active members of Florida Institute of Certified Public Accountant and licensed in Florida to render the services of certified public accounting.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules of the Florida Institute of Certified Public Accountant or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100,000.000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice certified public accounting and is an active member of the Florida Institute of Certified Public Accountant in good standing.

PREPARED BY:
Khuong K. Vu, Esquire
5944 34th St#6
St. Petersburg, FL 33714
(813) 528-4212
Fla. Bar No: 973920

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ARTICLE IV. DURATION

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The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 5444 Bay Center Dr. #230, Tampa, FL 33609 and the name of its initial registered agent is Thuy N.Tra. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice certified public accounting and an active member of the Florida Institute of Certified Public Accountant in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
GLENN A. NAKAMURA	1623 Southwind Dr., Brandon, FL33510
THUY N.TRA	750 North Village Dr. #204, St. Petersburg, FL 33716

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice certified public accounting are as follows:

NAME	ADDRESS
THUY N.TRA	750 North Village Dr. Unit 204 St. Petersburg, FL 33716

ARTICLE VIII. RESTRAINT OF ALIENATION

No shareholder may sell or transfer his shares in this Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation become legally disqualified

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to render such professional services within Florida or accept employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 26th day of October 1996.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Thuy N. Tra
THUY N. TRA

BEFORE ME, personally appeared THUY N. TRA to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 28th of October 1996, in the aforesaid County and State.

[Signature]
NOTARY PUBLIC



ACKNOWLEDGEMENT OF REGISTERED AGENT

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

By: *Thuy N. Tra*
Registered Agent

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