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LEON P. WILDE, CPA, INC.
3452 W. Boynton Beach Blvd., St.10
Boynton Beach, FL. 33436
Tele # (561) 732-8822

December 18, 1996

Secretary of State
Corporation Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/26/96--01059--008
*****70.00 *****70.00

Dear Secretary of State:

Enclosed is the original and a copy of the articles of incorporation for:

Bill McRae Consulting, Inc.

Also a check in the amount of Seventy dollars (\$70) is enclosed to cover the incorporation fees of said corporation.

If there are any questions regarding this corporation please do not hesitate to contact me at (561) 732-8822.

Sincerely,

Leon P. Wilde, CPA
Leon P. Wilde, CPA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 31 1996

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ARTICLES OF INCORPORATION
OF

Bill McRae Consulting, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this Corporation shall be as follows:

Bill McRae Consulting, Inc.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any time is on thousand (1000) shares of common stock of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V, TERM OF EXISTENCE

This c Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of Florida of the principal office shall be as follows:

3720 Mil-Lake Circle
Greenacres, FL 33463

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Bill McRae
3720 Mil-Lake Circle
Greenacres, FL 33463

ARTICLE VIII, INCORPORATORS

The name and address of the incorporator

Bill McRae
3720 Mil-Lake Circle
Greenacres, FL 33463

ARTICLE IX, BY LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, listed below with address, accepts this position as signed below.

Bill McRae
3720 Mil-Lake Circle
Greenacres, FL 33463

Bill McRae 12-21-96
Registered Agent Date

THE UNDERSIGNED, as subscribing incorporators, have here into set our hand and seal on November 1, 1996 for the purpose of forming this Corporation under the laws of the State of Florida, and here do make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Bill McRae 12-21-96
Incorporator(s) Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA