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ARTICLES OF INCORPORATION

DENNIS CHARLEY & ASSOCIATES, INC.

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

DENNIS CHARLEY & ASSOCIATES, INC.

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ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. DURATION

This corporation is to exist perpetually.

ARTICLES V. ADDRESS

The initial principal office of this corporation in the State of Florida is:

2913 NW 82ND AVE MIAMI, FLORIDA 33122

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent and Registered Office in the State of Florida is

DENNIS CHARLEY 2913 NW 82ND AVENUE MIAMI, FLORIDA 33122

ARTICLE VIL DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director is:

DENNIS CHARLEY 2913 NW 82ND AVENUE MIAMI, FLORIDA 33122

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is:

DENNIS CHARLEY 2913 NW 82ND AVENUE MIAMI, FLORIDA 33122

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing

Articles of Incorporation under the laws of the State of Florida this _______day of _______,

1997

Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby

designates: **DENNIS CHARLEY**

whose address is: 2813 NW 82ND AVENUE MIAMI, FLORIDA 33122

as its Registered Agent to accept service of process within the State.

Incorporato

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.

Registered Agent

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