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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: D.W. TIPTON AND ASSOCIATES, INC.

AUDIT NUMBER.....H97000016129

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. W. TIPTON AND ASSOCIATES, INC.
(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: D. W. TIPTON AND ASSOCIATES INC.
Address: 9506 SO. RED ROAD - MIAMI, FLORIDA 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIFTY (50) Shares of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: DOUGLAS W. OESTERLE
9506 SO. RED ROAD
MIAMI, FLORIDA 33156
(305) 665-7155

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: DOUGLAS W. OESTERLE
Address: 9506 SO. RED ROAD
City: MIAMI State: FLORIDA Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: DOUGLAS W. OESTERLE
Address: 9506 SO. RED ROAD
City: MIAMI State: FLORIDA Zip: 33156

Name: _____
Address: _____
City: _____ State: _____ Zip: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of SEPTEMBER, 1997.

/ Douglas W. Oesterle (Seal)

_____ (Seal)

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

D. W. TIPTON AND ASSOCIATES, INC.

Pursuant to Florida Statutes, Section 48.091 and 607.034,
the following is submitted: The above Corporation, desiring
to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation
at: 9506 SO. RED ROAD

MIAMI FLORIDA 33156
has named: DOUGLAS W. CESTERLE
located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation at this place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of Florida Law in keeping open said office.

/ Douglas W. Cesterle
Registered Agent

STATE
TALLAHASSEE, FLORIDA

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