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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: WATSON & ASSOCIATES BUSINESS SERVICES INC.

AUDIT NUMBER.....H97000019573

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

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**ARTICLES OF INCORPORATION  
OF  
WATSON & ASSOCIATES BUSINESS SERVICES INC.**

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is **WATSON & ASSOCIATES BUSINESS SERVICES INC.** with principal office and mailing address located at 20401 N.W. 2ND AVE., #300 Miami, Florida 33169

**ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The corporation is organized to have outstanding 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 100 shares of common stock at \$1.00 par value per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A. (305) 653-8265  
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V**

WATSON & ASSOCIATES BUSINESS SERVICES INC., has named Nadine Wilson of 1080 N.W. 193rd Street Miami, Florida 33169 as the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 20401 N.W. 2ND AVE., #300, Miami, Florida 33169.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the two initial Directors are:

Nadine Wilson                      1080 N.W. 193rd Street Miami, FL 33169

**ARTICLE VII**

**INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is Nadine Wilson, 1080 N.W. 193rd Street Miami, FL 33016

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ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 21<sup>st</sup> day of November 1997.

  
NADINE WILSON

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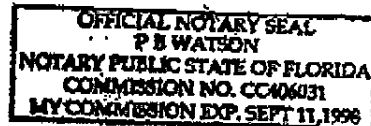
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STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take  
acknowledgement in the State and County set forth above,  
personally appeared NADINE WILSON, known to me and known by me to  
be the person who executed the foregoing Article of  
Incorporation, and he/she acknowledged before me that he/she  
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my Official Seal in the State and County aforesaid, this 21<sup>st</sup> day  
of November 1997.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes  
the following is submitted:

FIRST that WATSON & ASSOCIATES BUSINESS SERVICES INC., is  
desiring to organize or qualify under the laws of the State of  
Florida with its principal place of business at 20401 NW 2nd  
Ave., #300 Miami, FL 33169 has named NADINE WILSON of 1080 NW  
193rd Street Miami, Florida 33169, as its Registered Agent to  
accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
performance of my duties.

Dated this 21<sup>st</sup> day of November 1997.

BY: Nadine Wilson

NADINE WILSON  
Registered Agent

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