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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ADCT#: 071001002335

FAX #: (305)716-0346

NAME: CARL HERNDON & ASSOCIATES, INC.

AUDIT NUMBER.....H98000000957

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARL HERNDON & ASSOCIATES, INC.

The undersigned Subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

CARL HERNDON & ASSOCIATES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is sixty shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

Prepared by:  
Philip M. Berman  
Attorney at Law  
2424 Northeast 22nd Street  
Pompano Beach, Fl 33062-3099  
(954) 781--8000 FBN: 141190

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ARTICLE V

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

2720 N.E. 44th Street  
Lighthouse Point, Florida 33064.

ARTICLE VI

The initial Registered Agent for the corporation is:

PHILIP M. BERMAN  
Attorney at Law  
2424 N. E. 22nd Street  
Pompano Beach, Florida 33062  
(954)781-8000.

ARTICLE VII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least two directors initially, but the number of directors may be changed from time to time, by By-Laws adopted by the stockholders but shall never be less than one.

ARTICLE IX

The name and post office address of the first board

of directors and officers is:

NAME:

ADDRESS AND OFFICE:

CARL M. HERNDON

2720 N.E. 44th Street  
Lighthouse Point, FL 33064  
President/Secretary  
Director/Incorporator

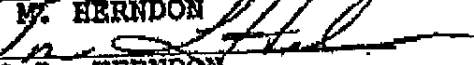
TONIA L. HERNDON

2720 N.E. 44th Street  
Lighthouse Point, FL 33064  
Vice President/Treasurer  
Director/Incorporator

ARTICLE X

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote thereon.

  
CARL M. HERNDON

  
TONIA L. HERNDON

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared CARL M. HERNDON and TONIA L. HERNDON, as Subscribers, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that same subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and

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County named above, this 9 day of December, 1997.

Cindy A. Wade  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

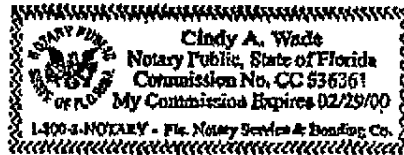
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**CERTIFICATE OF RESIDENT AGENT**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT;

FIRST; That, CARL HERNDON & ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation in the County of Broward, and State of Florida, has named:

PHILIP M. BERMAN  
Attorney at Law  
2424 N. E. 22nd Street  
Pompano Beach, Florida 33062  
(954) 781-8000.

as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

*Philip M. Berman*  
\_\_\_\_\_  
PHILIP M. BERMAN

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