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**BBS**

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**Ballon Business Services**

January 27, 1998

DIVISION OF CORPORATIONS  
THE CAPITOL  
Tallahassee, Florida 32301

Attn: Secretary of State

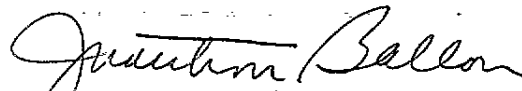
Dear Sir:

Enclosed please find Articles of Incorporation for the  
following corporation:      WAYNE BROWN & ASSOCIATES INC.

We have also enclosed a check made payable to Secretary  
of State in the amount of \$70.00 to cover the filing fees for  
this corporation.

If any additional fees are due, please contact this office  
for payment. Please mail the approved Articles of Incorporation  
and assigned Charter No. to the address indicated below.

Yours truly,

  
Judith M. Ballon

Encs. (2)

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\*\*\*\*\*70.00    \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 98 FEB -3 PM 2: 13

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WAYNE BROWN & ASSOCIATES INC.

ARTICLE I - NAME

The name of this corporation is WAYNE BROWN  
& ASSOCIATES INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following  
purposes:

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100  
shares of capital stock of the Par Value of \$1.00 which  
shall be designated "Common shares", and all of which shall  
have the same rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any  
new stock of this corporation of the same kind, class or

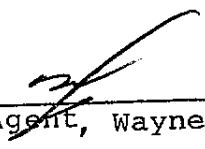
Series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of this corporation is 1003 MEADOWCREST DRIVE, VALRICO, FL. 33594

The name and address of the initial Registered Agent of this corporation is WAYNE E. BROWN, 1003 MEADOWCREST DRIVE, VALRICO, FLORIDA, 33594.

. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent"

  
\_\_\_\_\_  
Registered Agent, Wayne E. Brown

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Wayne E. Brown  
1003 Meadowcrest Drive  
Valrico, FL. 33594

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is WAYNE E. BROWN, 1003 MEADOWCREST DRIVE, VALRICO, FLORIDA, 33594.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 1998.

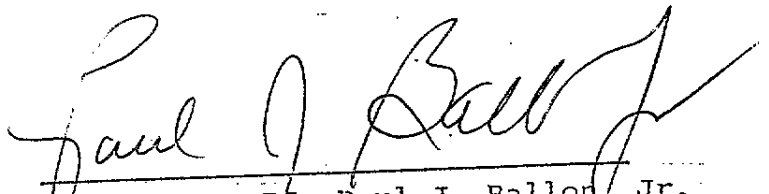
Wayne E. Brown

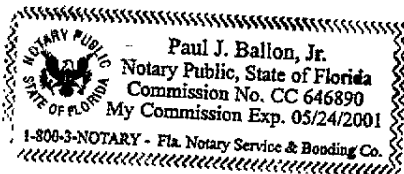
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take  
acknowledgements in the State and County set forth above,  
personally appeared Wayne E. Brown  
and personally known to me, or who presented a valid Driver's  
License, and who did (did not) take and oath, and who did  
acknowledge before me that he executed these Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal, in the State and County afore-  
said, this 27th day of January, 1998.

  
NOTARY PUBLIC, Paul J. Ballon Jr.  
State of Florida at Large



My Commission Expires: 5/24/001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA