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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: K. A. BISHOP & ASSOCIATES, INC.

AUDIT NUMBER.....H98000002501

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
K. A. BISHOP & ASSOCIATES, INC.

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I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:  
K. A. BISHOP & ASSOCIATES, INC.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 3550 Galt Ocean Drive, No. 109, Fort Lauderdale, Florida 33308. The name of the corporation's initial registered agent at this address shall be Kathleen A. Bishop. The principal place of business is 3550 Galt Ocean Drive, No. 109, Fort Lauderdale, Florida 33308.

M McCLEARY  
McCLEARY & McCLEARY, P.A.  
7441 Northwest 4th Street  
Plantation, Florida 33317-2204  
(954) 527-5145

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ARTICLE V.


This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is Kathleen A. Bishop of 3550 Galt Ocean Drive, No. 109, Fort Lauderdale, Florida 33308.

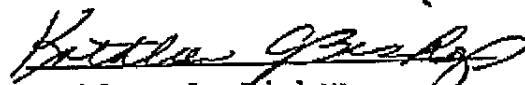
EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.

  
Kathleen A. Bishop

ACKNOWLEDGMENT

In witness whereof, I hereunto set me hand and seal this 4th day of February, 1998.

  
Kathleen A. Bishop

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

  
Kathleen A. Bishop

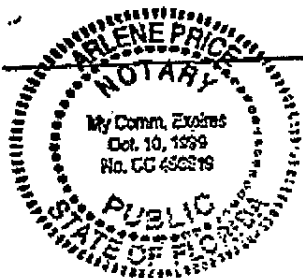
State of Florida)  
County of Broward)

I hereby certify on this 4th day of February, 1998, personally appeared before the undersigned authority, Kathleen A. Bishop to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

  
Notary Public

My commission expires:



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