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S. CRAIG WAKEFIELD  
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LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

August 11, 1998

Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/04/98--01128--003  
\*\*\*112.50 \*\*\*112.50

RE: DUNCAN CONSULTING, INC./Incorporation  
(Our File No.: 280508.00)

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$112.50, which represents the filing fees, registered agent designation fee and certified copy of Articles of Incorporation

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Renet McCall*

Renet McCall, Legal Assistant

rm  
Enclosures

FILED  
98 SEP -4 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/10/98

ARTICLES OF INCORPORATION

OF

DUNCAN CONSULTING, INC.

FILED  
98 SEP -4 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be DUNCAN CONSULTING, INC., whose street address is 1801 North Goodman Road, Kissimmee, Florida 34747 and whose mailing address is Post Office Box 22183, Lake Buena Vista, Florida 32830.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

## ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be . The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

ROBERT C. DUNCAN, Post Office Box 22183, Lake Buena Vista,  
Florida 32830.

#### VIII. Officers

The following individuals have been elected to the offices set opposite their names, to serve until their successors are elected and qualified:

President	ROBERT C. DUNCAN
Secretary	ROBERT C. DUNCAN
Treasurer	ROBERT C. DUNCAN

#### ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. ~~PRINCIPAL OFFICE~~ & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: Wakefield & Associates, P.A., 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD, ESQ.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:  
ROBERT C. DUNCAN, Post Office Box 22183, Lake Buena Vista, Florida 32830  
~~S. CRAIG WAKEFIELD, ESQ., Wakefield & Associates, P.A., 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.~~

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
ROBERT C. DUNCAN - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of  
DUNCAN CONSULTING, INC. I hereby state that I am familiar with and accept the duties and  
responsibilities as registered agent for DUNCAN CONSULTING, INC.

  
S. CRAIG WAKEFIELD, ESQ. - Registered Agent

STATE OF FLORIDA  
COUNTY OF OSCEOLA

**FILED**  
98 SEP -4 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On August 10, 1998, ROBERT C. DUNCAN, designated above as the individual  
who shall serve as the corporation's incorporator, ~~who is personally known to me, or~~ produced a  
Florida driver's license as identification, personally appeared before me at the time of notarization,  
and, after being given the oath, acknowledged signing these Articles Of Incorporation Of DUNCAN  
CONSULTING, INC.

Dorendra Renet McCall  
Notary Public

\_\_\_\_\_  
(Notary Public - Printed Or Typed Name)



Dorendra Renet McCall  
MY COMMISSION # CC520194 EXPIRES  
April 24, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Commission Expiration Date & Commission Number:

(SEAL)

STATE OF FLORIDA  
COUNTY OF OSCEOLA

On August 10, 1998, S. CRAIG WAKEFIELD, ESQ., designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, ~~or produced a Florida driver's license as identification,~~ personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of DUNCAN CONSULTING, INC.

Dorendra Renet McCall  
Notary Public



Dorendra Renet McCall  
MY COMMISSION # CC520194 EXPIRES  
April 24, 2000  
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