

Edward J. Kennedy
Attorney At Law

2727 N. Wickham Rd. 5-201
Melbourne, FL 32935

1-800-903-0023

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January 12, 1999

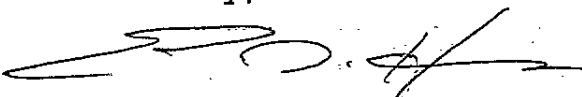
Florida Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: McCarthy & Associates of Indian River, Inc.

Please file the enclosed articles of incorporation for the above company. I previously send in a check for the \$70.00 fee. Please return the stamped copy to my office.

If you have any questions, please call.

Sincerely,



Edward J. Kennedy

EJK/far

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 5, 1999

EDWARD J. KENNEDY, ATTORNEY
2727 N. WICKHAM RD., 5-201
MELBOURNE, FL 32935

SUBJECT: MCCARTHY & ASSOCIATES, INC.
Ref. Number: W99000000182

We have received your document for MCCARTHY & ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

I called the number listed on your cover letter but I never could get thru.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 699A00000323

ARTICLES OF INCORPORATION

OF

MCCARTHY & ASSOCIATES OF INDIAN RIVER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MCCARTHY & ASSOCIATES OF INDIAN RIVER, INC.

The address of the principal office of this corporation shall be: 9301 A1A, Suite 7, Vero Beach, Florida 32963 and the mailing address of the corporation shall be the same.

ARTICLES II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 9301 AlA, Suite 7, Vero Beach, Florida 32963 and the name of the initial registered agent of the corporation at that address is PAUL F. McCARTHY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

PAUL F. McCARTHY

9301 AlA, Suite 7

Vero Beach, Florida 32963

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of December, 1998.

By: 
PAUL F. MCCARTHY

ARTICLES OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

PAUL F. MCCARTHY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
PAUL F. MCCARTHY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA