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Law Offices

McKenzie, McGhee & Harper
10800 Biscayne Boulevard, Suite 950
Miami, Florida 33161

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
B. BROCK FEB

ARTICLES OF INCORPORATION
OF
P. Mason & Associates, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator/subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I. Name

The name of the corporation shall be P. Mason & Associates, Inc. The principal place of business and the mailing address of this corporation shall be 888 NE 126th Street, Suite 200, North Miami, Florida 33161.

Article II. Term of Existence

This corporation shall have perpetual existence and shall be deemed to have commenced its corporate existence on the date of the filing of these Articles of Incorporation.

Article III. 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.

Article IV. Capital Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$.01 per share.

Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to the Florida Statutes, as amended from time to time.

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Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

Article VII. Registered Agent

The street address of the initial registered agent of the corporation shall be 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 and the name of the initial registered agent of the corporation at that address is Marc Anthony Douthit, Esquire.

Article VIII. Directors and Officers

The initial directors of the company shall be as follows:

Pamela Mason

The initial officers of the corporation shall be:

Pamela Mason, President, Vice President, Secretary and Treasurer

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of incorporation is:

Pamela Mason, 6773 Brookline Drive, Miami, FL 33015

Article X. Powers

The corporation shall have the following powers:

a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;

b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;

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- c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;
 - d. To purchase, take, receive, lease or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
 - e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
 - f. To lend money to, and use its credit to assist its officers and employees in accordance the Florida Statutes.
 - g. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
 - h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
 - i. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
 - j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
 - k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;

m. To make donations for the public welfare or for charitable, scientific or educational purposes;

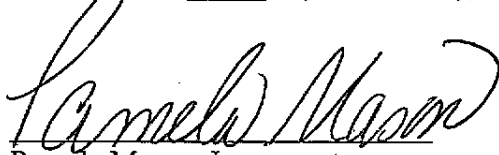
n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

p. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

q. To have and exercise all powers necessary or convenient to effect its purposes.

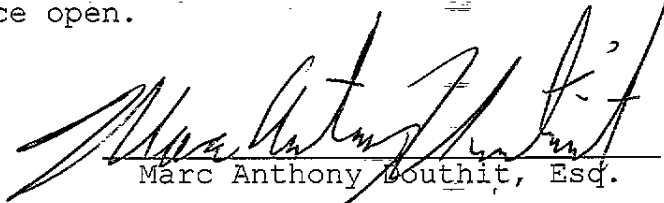
Executed this ____ day of February, 1999.


Pamela Mason, Incorporator

ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, Pam Mason & Associates, Inc., with its principal offices located at 888 NE 126th Street, Suite 200, North Miami, FL 33161, has named Marc Anthony Douthit, Esq. whose address is 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 as its agent to accept process within the State.

ACKNOWLEDGMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Marc Anthony Douthit, Esq.

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