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

1. Brenda Shirley & Associates, Inc.
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" 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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99 MAR 23 AM 8:55
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TALLAHASSEE, FLORIDA

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3/29/99

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99 MAR 23 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRENDA SHIRLEY & ASSOCIATES, INC

WE, the Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of the corporation shall be BRENDA SHIRLEY & ASSOCIATES, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is insurance products sales and related services, and any other activities or business permitted under the Laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class, and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal telegraph, telephone, or cemetery company, a building and

loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgage, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required. To purchase corporate assets of any other corporation and engage in the same or other character or business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, \$1.00 par value.


ARTICLE IV
Initial Capital

The amount of capital with which this corporation shall begin business is not less than ONE THOUSAND DOLLARS 00/100, (\$1,000.00 U.S.).

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is 1819 Maple Leaf Blvd, Oldsmar, Fl ³⁴⁶⁷⁷~~33635~~. 
The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII
Directors

This corporation shall have not less than Two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII

Members of First Board of Directors

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Brenda Shirley	1810 Mapleleaf Blvd Oldsmar, Fl 34677
Cesar Muniz	1810 Mapleleaf Blvd Oldsmar, Fl 34677

ARTICLE IX

Subscribers

The name and street address of the subscribers of these Articles of Incorporation, the number of stock shares which they agree to take, and the value of consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Brenda Shirley	1810 Mapleleaf Blvd Oldsmar, Fl 34677	500	\$ 500.00
Cesar Muniz	1810 Mapleleaf Blvd Oldsmar, Fl 34677	500	\$ 500.00

ARTICLE X

Preemptive Rights

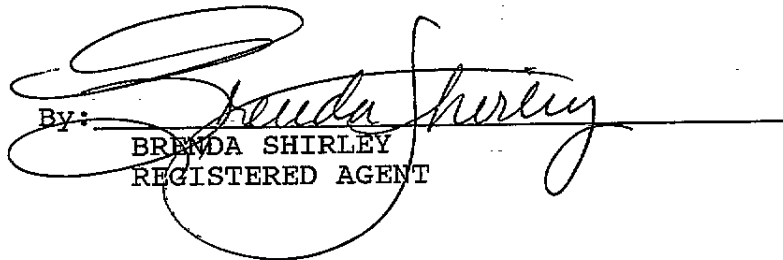
Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE XI

Registered Agent

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99 MAR 23 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial designation of the registered office of this corporation shall be at 1810 Mapleleaf Blvd, Oldsmar, Florida, 34677, and the registered agent shall be Brenda Shirley. Pursuant to Florida Statutes, Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: 
BRENDA SHIRLEY
REGISTERED AGENT

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, WE, the Subscribers above named have hereunto
set our hand and seal this 18 day of MARCH 1999.


SUBSCRIBER- BRENDA SHIRLEY


CESAR MUNIZ

STATE OF FLORIDA)
 S.S.
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before, me, a Notary Public
duly authorized in the State and County above named to take
acknowledgements, personally appeared BRENDA SHIRLEY AND CESAR
MUNIZ known to be the persons described as subscribers in and who
executed the foregoing Articles of Incorporation, and acknowledged
before me that they subscribed to those Articles of Incorporation
as their own voluntary act and deed. I further certify that BRENDA
SHIRLEY AND CESAR MUNIZ produced their Florida Drivers licenses,
ID# S64007262543 and M52010155428 respectively as
their personal identification, and who did not take an oath.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State
aforesaid, this 18 day of MARCH, 1999.

