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200 N.E., 4TH AVENUE
OKEECHOBEE, FLORIDA 34972

April 7, 1999

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Bushore & Associates, Inc.

Dear Sir or Madam:

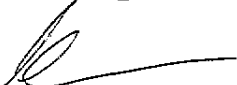
Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

We have enclosed an additional copy of the Articles with a self-addressed, stamped envelope for you to return to our office. Please file and return to this office at your earliest convenience.

Also, if possible, would you please fax a copy of the filed articles to our office at (941) 763-2886?

Thank you in advance for your cooperation.

Sincerely,


Colin M. Cameron

CMC:cb

Enclosures

99 APR 14 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 15 1999


ARTICLES OF INCORPORATION

OF

BUSHORE & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: BUSHORE & ASSOCIATES, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To operate any legal business not subject to regulation by federal, state or local government, entity or agency.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 1815 South Parrott Avenue, Okeechobee, FL 34974 and the name of its initial resident agent is: Steve Bushore.

ARTICLE VI

The corporation shall have two (2) officers and two (2) directors initially. The name and address of the initial officers and directors who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

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SECRET
TALLAHASSEE

STEVE BUSHORE
President and Chairman of Board
1815 South Parrott Avenue
Okeechobee, FL 34974

JOYCE BUSHORE
Vice President, Secretary, Treasurer and Director
1815 South Parrott Avenue
Okeechobee, FL 34974

ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholders meetings. The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of a majority of the outstanding shares present at any meeting of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE X

Directors Meetings. A Majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors present at any meeting shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Steve Bushore
1815 South Parrott Avenue, Okeechobee, FL 34974.

STEVE BUSHORE
President and Chairman of Board
1815 South Parrott Avenue
Okeechobee, FL 34974

JOYCE BUSHORE
Vice President, Secretary, Treasurer and Director
1815 South Parrott Avenue
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ARTICLE X

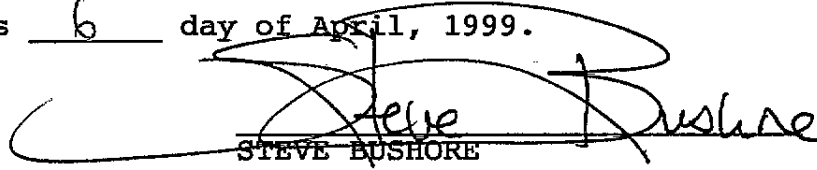
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ARTICLE XI

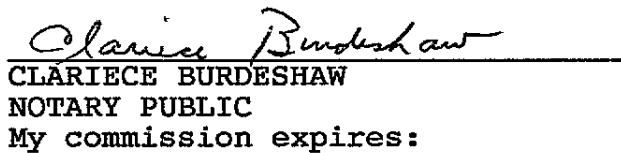
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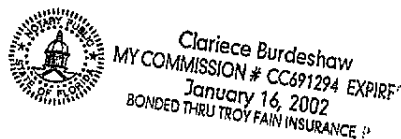
EXECUTED this 6 day of April, 1999.


STEVE BUSHORE

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 6 day of April, 1999, by Steve Bushore, who is personally known to me or who provided FLA Drivers License as identification.


CLARIECE BURDESHAW
NOTARY PUBLIC
My commission expires:



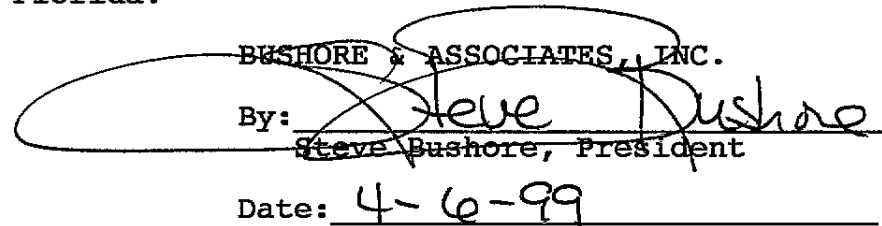
BUSHORE & ASSOCIATES, INC.

DESIGNATION OF REGISTERED AGENT

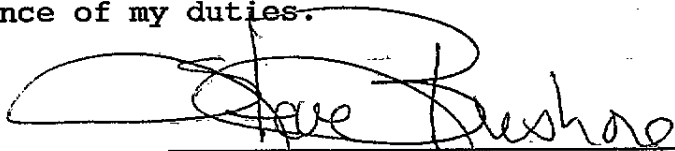
Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - Bushore & Associates, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Steve Bushore, located at 1815 South Parrott Avenue, City of Okeechobee, State of Florida, 34974 as its agent to accept service of process within Florida.

BUSHORE & ASSOCIATES, INC.
By: 
Steve Bushore, President
Date: 4-6-99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Steve Bushore, Resident Agent

Date: 4-6-99

99 APR 14 PM 12:39
TALLAHASSEE
STATE OF FLORIDA