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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jay Wheeler & Associates,
Inc

100002941221--9

-07/26/99--01078--026

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

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CJS

Name

Date

Time

7/26

10:52

Walk-In _____

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5001-1 of 4

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ARTICLES OF INCORPORATION
OF
JAY WHEELER & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned 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 - CORPORATION NAME

The name of the corporation shall be:

JAY WHEELER & ASSOCIATES, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

The name and street address of the Initial Registered Agent of this corporation is:

JAY WHEELER
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

JAY WHEELER
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

ARTICLE VI - DURATION

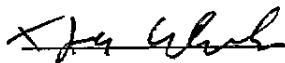
This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

JAY WHEELER
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th Day of July, 1999.

_____

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

_____
Signature

KNOWN TO ME
Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 14th Day of July, 1999.

(SEAL)



ROBERT F ROTHFELD
My Commission CC537893
Expires Apr. 22, 2000

A handwritten signature in dark ink, appearing to read "Robert F. Rothfeld", is written over a horizontal line.

Notary Public
State of FLORIDA
My Commission Expires:
April 22, 2000

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**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted in compliance with the laws of the State of Florida. JAY WHEELER & ASSOCIATES, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

has named JAY WHEELER, whose address is:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

X Jay Wheeler

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared JAY WHEELER, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 14th Day of July, 1999.

(SEAL)



ROBERT F ROTHFELD
My Commission CC537883
Expires Apr. 22, 2000

Robert F. Rothfeld
Notary Public
State of FLORIDA
My Commission Expires:
April 22, 2000