

ACCOUNT NO. : 072100000032

REFERENCE: 538748 --- 625

COST LIMIT: \$ 70

ORDER DATE: January 5, 2000

ORDER TIME : 11:24 AM

ORDER NO. : 538748-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq

BOND SCHOENECK & KING, P.A. BOND SCHOENECK & KING, P.A.

Suite 404

4001 Tamiami Trail North

Naples, FL 34103

DOMESTIC FILING

BRUCE D. DEE, C.P.A., P.A. NAME:

EFFECTIVE DATE: CONUCU

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

500003089085--4

FILED SECRETARY OF STATE SECRETARY OF CORPORATIONS

OF

00 JAN -5 PM 2: 22

BRUCE D. DEE, C.P.A., P.A.

The undersigned, who is a certified public accountant and duly licensed to practice public accounting in the State of Florida, desiring to form a professional corporation in accordance with Chapter 621 of the Florida Statutes and the Professional Service Corporation And Limited Liability Company Act, adopts the following Articles of Incorporation:

Article 1 - Name.

The name of the Corporation shall be:

Bruce D. Dee, C.P.A., P.A.

Article 2 - Duration.

The duration of the Corporation is perpetual.

Article 3 - Purposes.

The purposes for which the Corporation is organized is to practice public accounting.

Article 4 - Principal Office and Mailing Address.

The principal place of business of the Corporation is at 1167 Third Street South, Suite 101, Naples, Florida 34102. The mailing address of the Corporation is 1167 Third Street South, Suite 101, Naples, Florida 34102.

Article 5 - Initial Registered Office and Agent.

The initial registered office of the Corporation is at 1167 Third Street South, Suite 101, Naples, Florida 34102. The name of the initial registered agent at that address is Bruce D. Dee, C.P.A.

Article 6 - Authorized Shares.

The aggregate number of shares which the Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of voting common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

Article 7 - Incorporator.

The name and address of the sole Incorporator of the Corporation is:

Bruce D. Dee, C.P.A.

1167 Third Street South, Suite 101 Naples, Florida 34102

Article 7 - Board of Directors.

The Board of Directors shall consist of at least one member. The name and address of the initial sole Director and Chairman of the Board of the Corporation is:

Bruce D. Dee, C.P.A.

1167 Third Street South, Suite 101 Naples, Florida 34102

Article 9 - Effective Date.

These Articles of Incorporation shall take effect and the Corporation's existence shall commence on January 1, 2000.

Article 10 - Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation. IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4 day of January, 2000.

Bruce D. Dee, C.P.A.

Sole Incorporator

Sole Incorporator

Sole Incorporator

FILED
STATE

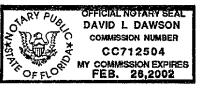
COUNTY OF COLLIER) ss.:

STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 44 day of January, 2000 by BRUCE D. DEE, C.P.A., who is personally known to me for who produced as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Bruce D. Dee, C.P.A., P.A., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 4Th day of January, 2000.

Bruce D. Dee, C.P.A. Registered Agent