

NICKLAUS & NICKLAUS

ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

H. GREGG NICKLAUS

PO000000056726 June 2, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/05/00--01117--003
****122.50 *****78.75

Dear Sirs,

Enclosed please find the Articles of Incorporation and Certificate of Designation (originals and copies) for MIKSCH & COMPANY, CPA, P.A.

In addition, I have enclosed a check in the amount of One Hundred Twenty-two & 50/100 (\$122.50) Dollars, for the following costs:

Filing Fee:	\$ 35.00
Registered Agent Fee:	\$ 35.00
Certified Copy of Charter Document:	\$ 52.50
Total	\$122.50

FILED
2000 JUN -5 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,

Deborah L. Nicklaus

Deborah L. Nicklaus

Enclosures

AR 6/13

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIKSCH & COMPANY, CPA, P.A.

The undersigned, for the purpose of forming a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, do hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is MIKSCH & COMPANY, CPA,
P.A.

SECOND: The corporation shall have perpetual existence.

THIRD: The purpose for which this Corporation is organized shall be to engage in the practice of accounting within the State of Florida, and more particularly to maintain, examine, inspect, and audit the books and accounts of others; to devise and install financial, accounting, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to prepare financial statements; to compile statistics as an aid to the officers of corporations and other persons in making of reports and statements required by tax laws; to express an opinion in regards to the accuracy of financial statements; to perform all such acts or supply all such services as are commonly performed or supplied by bookkeepers, accountants and management consultants; and to do all things incidental and necessary to the accomplishment of the foregoing purposes.

FOURTH: The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice accounting within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of accounting practice.

FIFTH: The corporation is authorized to issue a total of One Thousand (1000) Shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

SIXTH: The street address of the initial registered office of the corporation is 4615 Gulf Boulevard, Suite 216, St. Pete Beach, Florida 33706, and the name of the initial registered agent at that address is Diane Miksch.

The address of the principal place of business of the corporation is 4615 Gulf Boulevard, Suite 216, St. Pete Beach, FL 33706.

SEVENTH: The business and affairs of the corporation shall be managed by a Board of Directors, consisting of no less than one (1) person nor more than five (5). The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follow:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Diane Miksch	4615 Gulf Boulevard Suite 216 St. Pete Beach, FL 33706	Director
Keith Newman	2244 First Avenue North St. Petersburg, FL 33713	Director

EIGHTH: The names and post office addresses of the officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Diane Miksch	4615 Gulf Boulevard Suite 216 St. Pete Beach, FL 33706	President
Keith Newman	2244 First Avenue North St. Petersburg, FL 33713	Vice President
Karen Larson	4615 Gulf Boulevard Suite 216 St. Pete Beach, FL 33706	Secretary
Dorothy Margaritis	4615 Gulf Boulevard Suite 216 St. Pete Beach, FL 33706	Treasurer

NINTH: The name and post office address of each incorporator of the Articles of Incorporation, the number of shares of the stock each agrees to take, and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Diane Miksch	4615 Gulf Boulevard Suite 216 St. Pete Beach, FL 33706	950

Keith Newman

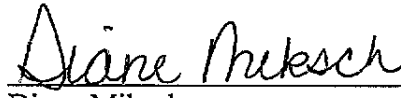
2244 First Avenue North
St. Petersburg, FL 33713

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TENTH: The corporation shall commence its existence on June 1, 2000.

ELEVENTH: 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.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation have executed these Articles of Incorporation at St. Petersburg, Florida, this 31 day of May, 2000.



Diane Miksch

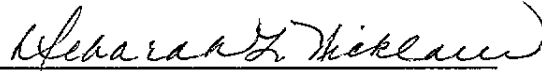


Keith Newman

STATE OF FLORIDA :
COUNTY OF PINELLAS:

BEFORE ME, the undersigned authority, this day personally appeared Diane Miksch and Keith Newman, who are personally known to me to be the individuals who executed the foregoing Articles of Incorporation, and having by me first been duly sworn severally says that the matters set forth in said Articles are true.

WITNESS my hand and official seal this 31 day of May, 2000.



Notary Public

State of Florida at Large

Print Name: _____

Commission Number: _____

Commission Expires: _____



Deborah L. Nicklaus

My Commission CC840538

Expires July 11, 2003

FILED

2000 JUN -5 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

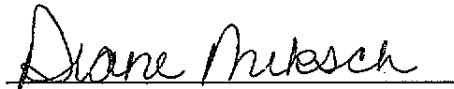
CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Corporation Act, the undersigned Professional Service Corporation, organized under the laws of the State of Florida submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is MIKSCH & COMPANY, CPA, P.A.
2. The name and address of the registered agent and office of the Professional Service Corporation is:

DIANE MIKSCH
4615 Gulf Boulevard, Suite 216
St. Pete Beach, FL 33706

Signed:


Diane Miksch
President

Date: 5/31/00

HAVING BEEN NAMED AS REGISTERD AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 
Date: 5/31/00