

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000077131

Menzel + Bero, CPAs, PA.

500006146465--9
-07/16/02--01042--024
*****78.75 *****78.75

- RECEIVED
02 JUL 16 AM 11:08
- FILED
2002 JUL 16 PM 1:07
TALLAHASSEE FLORIDA
SECRETARY OF STATE
- ☒ 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

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

OF

MENZEL & BERO, CPAs, PA

FILED

2002 JUL 16 PM 1:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, who is a duly licensed Certified Public Accountant in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name and principal place of business and mailing address of this Corporation is:

Menzel & Bero, CPAs, PA
2935 Tanglewood Way
Sarasota, FL 34239

ARTICLE II - CORPORATE PURPOSES

The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including, but not limited to, the practice of accounting, and its purposes in furtherance of the practice of such profession are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

(b) To invest the funds of the corporation in real estate mortgages, stocks, bonds, or any other types of investments, and to own real and personal property necessary for the rendering of professional services.

(c) To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, as amended, or any other laws of the State of Florida.

ARTICLE III - CORPORATE POWERS

The Corporation shall have power:

- (1) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate names in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all of any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates, of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds or loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific and educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this corporation shall consist of only one class. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than \$1,000.00.

ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida is: 2935 Tanglewood Way, Sarasota, Florida 34239. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Walter E. Menzel, Jr. The mailing address of the Corporation is the same as the Registered Office.

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders..

ARTICLE IX - INITIAL DIRECTORS

The name and street address of the first Board of Directors is:

Walter E. Menzel, Jr.
2935 Tanglewood Way
Sarasota, FL 34239

Richard J. Bero
3609 46th Plaza East
Bradenton, FL 34203

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows:

Walter E. Menzel, Jr.
2935 Tanglewood Way
Sarasota, FL 34239

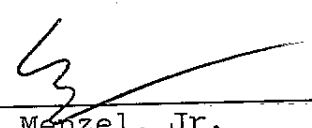
ARTICLE XI - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XII - AMENDMENT

These Articles of incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 15 day of JULY, 20 02.



Walter E. Menzel, Jr.

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for MENZEL & BERO, CPAs, PA at the place designated in the Articles, 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.

7/15/02
Date

Walter E. Menzel, Jr., Registered Agent

FILED
2002 JUL 16 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA