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5/30/03

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David C. Lanigan, J.D., LL.M.

May 17, 2003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Re: ARTICLES OF INCORPORATION OF
WILLIAM A. SPRING, CPA, P.A.

Dear Sirs:

Enclosed are:

1. the Articles of Incorporation of **William A. Spring, CPA, P.A.**, (the "**Articles**");

2. a duplicate original of the Articles; and

3. check number 1527, made payable to the Florida Department of State, in the amount of $70.00, which covers the filing fee for the Articles *and* the Acceptance by Registered Agent.

Please: (1) file the Articles; and
(2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,

DAVID LANIGAN, P.A.

David C. Lanigan

David C. Lanigan, J.D., ~~LL.M.~~

DCL/dcl
Enclosures

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ARTICLES OF INCORPORATION
of
WILLIAM A. SPRING, CPA, P.A.

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TALLAHASSEE FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a for profit professional service corporation (the "**Corporation**") under the laws of the State of Florida, particularly Chapter 621, Fla. Stat. (2002), as follows.

ARTICLE I
CORPORATION'S NAME AND ADDRESS

The name of the Corporation is **William A. Spring, CPA, P.A.**

The street address of the initial principal office is **5802A East Fowler Avenue, Suite 141; Tampa, Florida 33617**.

The mailing address of the Corporation is **5802A East Fowler Avenue, Suite 141; Tampa, Florida 33617.**

ARTICLE II
TERM OF EXISTENCE

The corporate existence of the Corporation shall commence on the date filed as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in every phase and aspect of the practice of accounting and tax services.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional services in the State of Florida; provided, however, that this provision shall not be interpreted to include in the term "employee" as used herein, clerks, secretaries, bookkeepers, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required; and provided further that nothing contained herein shall be interpreted to require that the right of an individual to be a shareholder in this Corporation be dependent upon the present or future existence of an employment relationship between such shareholder and this Corporation, or his present or future active participation in any capacity in the production of the income of this Corporation or in the performance of the services rendered by this Corporation.

ARTICLE IV
POWERS

The Corporation shall have all powers authorized by law, including but not limited to the powers to:

(a) have perpetual succession by its corporate name;

(b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) 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) 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) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

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

(g) 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 government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) 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) 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 so loaned or invested;

(j) conduct its business, carry on its operations, have offices, and exercise the powers granted by the Florida Professional Service Corporation and Limited Liability Company Act and by the Florida General Corporation Act to the extent not inconsistent with the Florida Professional Service Corporation and Limited Liability Company Act, within the State of Florida and outside the State of Florida where permitted by law;

(k) elect or appoint officers and agents for the Corporation and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy and consistent with the limited activities of a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

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

ARTICLE V
CAPITAL STOCK

a) The Corporation is authorized to issue 10,000 shares of no par common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash

ARTICLE VI
<u>INITIAL REGISTERED OFFICE AND AGENT</u>

The street address of the initial registered office of the Corporation is **12230 Langshaw Drive, Thonotosassa, Florida 33592-2732** , and the name of its initial registered agent at such address is **William A. Spring.**

ARTICLE VII
<u>BOARD OF DIRECTORS</u>

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least **one (1)** but not more than **three (3)** directors. The name and address of the initial director of the Corporation, who shall serve until his or her successor is duly elected and qualified, is:

Title	Name	Address
Director	William A. Spring	12230 Langshaw Drive Thonotosassa, FL 33592-2732

ARTICLE VIII
<u>INCORPORATOR</u>

The name of the incorporator is **David C. Lanigan, J.D., LL.M.** The address of the incorporator is **10927 North 56th Street, Tampa, Florida 33617-3000.**

ARTICLE IX
<u>Bylaws</u>

The power to adopt, alter, amend, or repeal bylaws may be exercised by the Corporation's Board of Directors or shareholders as provided in Sections 607.1020, 607.1021, and 607.1022, Florida Statutes (2002), as amended.

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act (the "**Act**"). The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the greater of (i) the quorum and voting requirement then in effect, or (ii) the quorum and voting requirement proposed to be adopted. A bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Act may not be adopted, amended, or repealed by the board of directors.

A bylaw that fixes a greater quorum or voting requirement for the board of directors may be amended or repealed:

(a) only by the shareholders, if originally adopted by the shareholders;

(b) either by the shareholders or by the board of directors, if originally adopted by the board of directors.

A bylaw adopted or amended by the **shareholders** that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the shareholders or the board of directors.

Action by the **board of directors** to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors must meet the same quorum requirement and be adopted by the same vote required to take action under the greater of (i) the quorum and voting requirement then in effect, or (ii) the quorum and voting requirement proposed to be adopted.

ARTICLE X
PRINCIPAL OFFICER

The principal officer of the Corporation shall be a a certified public accountant in Florida or some other state.

ARTICLE XI
BOARD OF ACCOUNTANCY REQUIREMENTS

A. The Corporation shall be in compliance at all times with rules adopted by the Board of Accountancy within the Division of Certified Public Accounting of the Florida Department of Business and Professional Regulation pertaining to minimum capitalization and adequate public liability insurance.

B. The Corporation shall obtain and maintain licensure as required by Section 473.3101 of the Florida Statutes, as amended.

ARTICLE XII
STOCKHOLDERS

(a) The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render accounting and tax services. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed to render accounting and tax services.

(b) If any shareholder of the Corporation becomes legally disqualified to render accounting and tax services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued render accounting and tax services, such shareholder shall sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law, *unless* limited in the Corporation's bylaws, in which case the indemnification shall be to the extent provided in the bylaws.

ARTICLE XIV
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended, in the manner provided by Sections 607.1002 and 607.1003 of the Florida Statutes, by a majority of the shares of common stock then entitled to vote. As long as the Corporation has 35 or fewer shareholders, the shareholders may amend the articles of incorporation, without an act of the directors, at a meeting for which notice of the changes to be made is given or without meeting pursuant to Section 607.0704 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this May 19, 2003.

David C. Lanigan

David C. Lanigan, J.D., LL.M.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The name of the corporation is **William A. Spring, CPA, P.A.**

The street address of the initial registered office of the Corporation is **12230 Langshaw Drive, Thonotosassa, Florida 33592-2732** , and the name of its initial registered agent at such address is **William A. Spring.**

Having been named Registered Agent and designated to accept service of process for the above Corporation, 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. I am familiar with and accept the obligations of my position as registered agent.

Dated: 5/19/03 William A. Spring

William A. Spring

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