

P95000000880

ROBERT B. WALLACE
ATTORNEY AT LAW

3505 UNIVERSITY BOULEVARD WEST
JACKSONVILLE, FLORIDA 32217

TELEPHONE (904) 733-5100

FAX (904) 733-8602

EFFECTIVE DATE
December 29, 1994

700001368507
-01/04/95--01015--020
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Incorporation.

Pursuant to Florida Statutes, I am enclosing the following fees:

Filing of Articles	\$35.00
Certified Copy	52.50
Filing of Certificate for Resident Agent	35.00

TOTAL FEES \$122.50

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert Wallace

Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures

STATE
DIVISION OF CORPORATIONS
JAN 3 1995
8:47

KAN 1-5

EFFECTIVE DATE

12-29-94

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -3 11 8:47

MARTIN & ASSOCIATES, C.P.A.'S, P.A.

The undersigned Incorporator of these Articles of Incorporation is a natural person competent to contract and a Certified Public Accountant duly licensed to render services as such under the laws of the State of Florida, and hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

Article I. Name

The name of this corporation is Martin & Associates, C.P.A.'s, P.A., and its principal office is located at, 8130 Baymeadows Circle W. #307, Jacksonville, FL 32256.

Article II. Duration

This corporation is to exist perpetually commencing on the date of execution of these articles.

Article III. Purpose

This corporation is organized to engage in every phase and aspect of the business of accounting which is permitted under the laws of the State of Florida and rendered only through individuals authorized by the laws of the State of Florida to render such professional services.

Article IV. Corporate Powers

This corporation shall have all and singular the following powers:

- A. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- B. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- C. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, provided, however, the capital of this corporation cannot be impaired by such purchase.

D. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

E To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment of it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

F. To have, in furtherance of the corporate purpose, all of the powers conferred upon corporations organized under the Florida General Corporation Act subject to any limitations contained in the Florida Professional Service Corporaion Act and in these articles of incorporation.

Article V. Capital Stock

This corporation is authorized to issue one thousand shares of ten (\$10.00) par value common stock.

Article VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 8130 Baymeadows Circle W. #307, Jacksonville, Florida 32256 and the name of the initial registered agent of this corporation at that address is Sonny Martin. The stockholder shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

Article VII. Incorporator

The name and address of the person signing these articles, who is a Certified Public Accountant duly licensed to render service as such under the laws of the State of Florida, is:

Sonny Martin
8130 Baymeadows Circle W. #307
Jacksonville, Florida 32256

Article VIII. Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article IX. Ownership of Capital Stock

No stock in this corporation shall be issued to anyone other than an individual who is duly licensed otherwise legally authorized to render the professional service , those for which the corporation

is incorporated.

Article X. Transfer of Capital Stock

No stockholder of this corporation shall sell or transfer his stock in this corporation except to another individual who is eligible to be a stockholder of this corporation. If any stockholder becomes legally disqualified to practice his profession in the State of Florida, or accepts employment or becomes engaged in an outside activity that places restrictions or limitations upon his continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase by the other stockholders in accordance with the terms and conditions of the Buy and Sell Agreement between the stockholders then in existence.

Article XI. Voting Trusts

No stockholder of this 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.

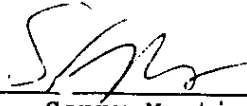
Article XII. By-laws

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-laws.

Article XIII. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on December 24, 1994.



Sonny Martin

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In pursuance of Florida Statutes, the following is submitted in
compliance with said Act:

First that Martin & Associates, C.P.A.'s, P.A., desiring to organize
under the Laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of
Jacksonville, Florida, has named

Sonny Martin

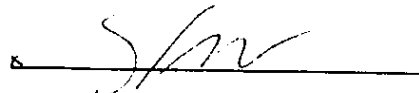
located at

8130 Baymeadows Circle W. #307
Jacksonville, Florida 32256

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

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby
accept to act in this capacity.



FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Matheson
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000000880 (1)

1. Corporation Name
MARTIN & ASSOCIATES, C.P.A.'S, P.A.

Principal Place of Business

8130 BAYMEADOWS CIR. WEST, #307
JACKSONVILLE FL 32256

Mailing Address

8130 BAYMEADOWS CIR. WEST, #307
JACKSONVILLE FL 32256

APPROVED
AND
FILED

95 APR 27 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Chartered
12/29/1994

3a. Date of Last Report

4. FEI Number

54-3283181

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional

Fee Required

6. Elect to Campaign Financing

\$5.00 May Be

Added to Fees

7. This corporation has liability for intangible tax under S. 199.03?

Florida Statutes

10. Name and Address of new Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83. City

84. State

85. Zip Code

MARTIN, SONNY
8130 BAYMEADOWS CIR. WEST, #307
JACKSONVILLE FL 32256

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's Board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

12. SIGNATURE (Print or printed name of registered agent and the filer)

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information furnished on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

15. SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

16. DATE

17. FILING FEE

18. ADDITIONAL INFORMATION

19. ADDITIONAL INFORMATION

20. ADDITIONAL INFORMATION

21. ADDITIONAL INFORMATION

22. ADDITIONAL INFORMATION

23. ADDITIONAL INFORMATION

24. ADDITIONAL INFORMATION

25. ADDITIONAL INFORMATION

26. ADDITIONAL INFORMATION

27. ADDITIONAL INFORMATION

28. ADDITIONAL INFORMATION

29. ADDITIONAL INFORMATION

30. ADDITIONAL INFORMATION

31. ADDITIONAL INFORMATION

32. ADDITIONAL INFORMATION

33. ADDITIONAL INFORMATION

34. ADDITIONAL INFORMATION

35. ADDITIONAL INFORMATION

36. ADDITIONAL INFORMATION

37. ADDITIONAL INFORMATION

38. ADDITIONAL INFORMATION

39. ADDITIONAL INFORMATION

40. ADDITIONAL INFORMATION

41. ADDITIONAL INFORMATION

42. ADDITIONAL INFORMATION

43. ADDITIONAL INFORMATION

44. ADDITIONAL INFORMATION

45. ADDITIONAL INFORMATION

46. ADDITIONAL INFORMATION