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SAM W. BOONE JR.

January 17, 1995

99500005781

State of Florida  
Tallahassee, Florida 32301

RE: Articles of Incorporation  
Bookkeeper Express, Inc.

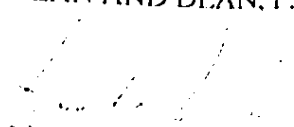
Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, P.A.

  
Lisa M. Wilson  
Legal Assistant

/lmw  
Enclosures

ATTORNEYS AT LAW

ARTICLES OF INCORPORATION  
OF  
BOOKKEEPER EXPRESS, INC.

FILED  
95 JAN 19 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this Corporation is **BOOKKEEPER EXPRESS, INC.** The Corporation's principal office address is 203 Northeast 8th Avenue, Ocala, Florida 34470.

ARTICLE II

Business and Activities. This Corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This Corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 203 Northeast 8th Avenue, Ocala, Florida 34470. The name of the initial registered agent of this Corporation is **CARY G. WAGGONER.**

ARTICLE VI

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.



stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized of permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the, fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

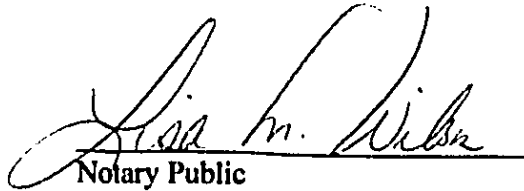
**IN WITNESS WHEREOF**, the undersigned does set their hands and seals and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1<sup>st</sup> day of January, 1995.

  
CARY G. WAGGONER

  
STACI L. DANSBY

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of January, 1995 by **CARY G. WAGGONER**, who is personally known to me or produced \_\_\_\_\_ as identification.



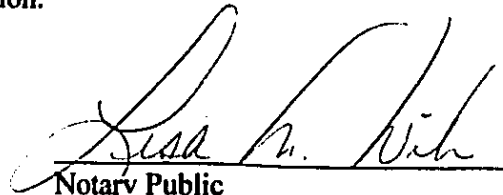
Notary Public  
Name of Notary Public:  
Commission Number:

STATE OF FLORIDA  
COUNTY OF MARION



LISA M. WILSON  
MY COMMISSION # CC 236616 EXPIRES  
October 18, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing instrument was acknowledged before me on the 17<sup>th</sup> day of January, 1995 by **STACI L. DANSBY**, who is personally known to me or produced \_\_\_\_\_ as identification.



Notary Public  
Name of Notary Public:  
Commission Number:



LISA M. WILSON  
MY COMMISSION # CC 236616 EXPIRES  
October 18, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

Having been designated as the Registered Agent for **BOOKKEEPER EXPRESS, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said Corporation.

Dated this 17<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
CARY G. WAGGONER

VCORPBKEEPER.ART

FILED  
95 JAN 19 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA