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WILLIAMSON, DIAMOND & CATON, P.A.
TELEPHONIC SERVICE CENTER
((896000013290 0))

TO: DIVISION OF CORPORATIONS
FROM: WILLIAMSON, DIAMOND & CATON, P.A.
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NAME: TAXMAX, INC.
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FLORIDA DEPARTMENT OF STATE
Gandra B. Mortimer
Secretary of State

September 23, 1996

WILLIAMSON, DIAMOND & CATON, P.A.

SEMINOLE, FL

SUBJECT: TAXMAX, INC.
REF: M96000020032

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WILLIAMSON, DIAMOND & CATON, P.A.
ATTORNEYS AT LAW

RICHARD P. CATON
ALSO ADMITTED TO MEMBERSHIP BAR

DANNA PADGILL DIAMOND
BOARD CERTIFIED WILL, TRUST & ESTATE

DOUGLAS H. WILLIAMSON
BOARD CERTIFIED REAL ESTATE

100 2nd Avenue North, Suite 400
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Telephone (813) 896-6900
Pensacola (904) 208-4852

SEMINOLE
7803 Seminole Boulevard
Seminole, Florida 33772
Telephone (813) 398-3600
Pensacola (904) 295-8188

Please reply to:

Seminole
October 7, 1996

~~YXA PAGEVILLE 204-407-6043~~

Sharon Tala
Secretary of State
Division of Corporations

RE: TAXMAX, INC. Corporate Filing

Dear Ms. Tala:

This will confirm our telephone conversation of October 3, 1996, with respect to Articles of Incorporation filed by my office for the above-referenced corporation.

This will acknowledge that you have disclosed to me, and that I am aware of the existence of a corporation located in Sarasota, Florida, using the name TAX MAC, Inc.

I have advised my client of the existence of TAX MAC, Inc., in Sarasota, Florida, and my client has indicated that they wish to proceed with and keep the name TAXMAX, INC., which is on file with the Secretary of State, Division of Corporations.

Thank you for your professional attention and courtesy in this matter.

Respectfully submitted,

WILLIAMSON, DIAMOND & CATON, P.A.

Richard P. Caton

RPC/len
Enclosure

ARTICLES OF INCORPORATION
OF
TAXMAX, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is TAXMAX, INC., and its principal office or mailing address is: 6001 Johns Road, #235, Tampa, FL 33634.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 120,000 shares of \$.10 par value voting common stock and 200,000 shares of \$.10 par value non-voting common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6001 Johns Road, #235, Tampa, FL 33634, and the name of the initial registered agent is STANTON C. HEINTZ.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 3 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Richard P. Caton, Esq.
Williamson, Diamond & Caton, P.A.
7843 Seminole Blvd., Seminole, FL 33772
813-398-3600
SPN: 293010 FL Bar No: 347299

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NAME

ADDRESS

STANTON C. HEINTZ

15124 CONTOY PLACE
TAMPA, FL 33618

LOUIS F. HUEGEL

6449 TANGLEWOOD DRIVE NE
SPR. PETERSBURG, FL 33702

JOSEPH LOTEMPIO

3099 WILLIAM STREET
CHEERTOWAGA, NY 14227

ARTICLE 7: INCORPORATOR

The name and address of each person signing these
Articles is:

NAME

ADDRESS

STANTON C. HEINTZ

15124 CONTOY PLACE
TAMPA, FL 33618

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 121 AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of September, 1996, 1996.

Stanton Heintz
STANTON C. HEINTZ

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 18th day of September, 1996.

Stanton Heintz
STANTON C. HEINTZ, Registered Agent

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