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FELDMAN & ROBACK
ATTORNEYS AT LAW

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MARC H. FELDMAN
JOSEPH ROBACK
FILED
JAN - 9 8 1997
TALLAHASSEE, FLORIDA

26 December 1996

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Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
1-1-97

Re: Daniel H. Motyl, C.P.A., P.A.
F&R File No. 8563

To Whom It May Concern:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 as the filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,

Marc H. Feldman
MHF/tmc

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Enclosures

1-10-97

FILED
97 JAN -6 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

These Articles of Incorporation are adopted for the purpose of forming a professional corporation pursuant to Chapter 621 of Florida Statutes, as follows:

ARTICLE ONE: NAME

The name of the Corporation is Daniel H. Motyl, C.P.A., P.A., and its mailing address shall be 6114 55th Terrace East, Bradenton, Florida 34203, until and unless such address is subsequently changed by the Corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The Corporation shall commence its corporate existence as of 1 January 1997 and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of providing professional accounting services to the public and for engaging in any and all other business permitted corporations under the Professional Service Corporation and Limited Liability Company Act of the State of Florida.

ARTICLE FOUR: CAPITALIZATION

The Corporation shall have the authority to issue 1,000 shares of common stock with a par value of one dollar per share. The shares of stock may be issued for such consideration having a value not less than the par value thereof as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed fully paid and nonassessable.

The Corporation shall not issue any of its capital stock to anyone other than individuals qualified to render accounting services in the State of Florida and no shareholder of the Corporation may sell or transfer his or her shares except to someone so qualified. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock and any such purported agreement shall be invalid and shall have no binding effect upon the Corporation. If any shareholder becomes legally disqualified to render accounting services in the State of Florida for a period in excess of ninety days, he or she shall be required to sever all employment with and financial interests in the Corporation to the extent required by the rules regulating accounting as promulgated by the Florida Department of Professional Regulation.

ARTICLE FIVE: DIRECTORS

The Corporation shall have an initial board of one director. The number of directors may thereafter be changed from time to time in accordance with the By-Laws of the Corporation. The initial director shall hold office until the election of a successor director or successor directors by the shareholders or until as is otherwise provided by the By-Laws of the Corporation or by Florida law. No person shall serve as a director of the Corporation unless such person is qualified to render accounting services in the State of Florida. The name and address of the initial director of the Corporation is Daniel H. Motyl, 6114 55th Terrace East, Bradenton, Florida 34203.

ARTICLE SIX: OFFICERS

The Board of Directors of the Corporation shall elect a president, secretary, and treasurer of the Corporation upon commencement of its corporate existence who shall then hold office until the election of successor officers by the directors or until as is otherwise provided by the By-Laws of the Corporation or by Florida law. Additional offices may be established in accordance with the By-Laws of the Corporation, which may include assistant secretary, assistant treasurer, and one or more vice presidents of the Corporation. No person shall serve as president, vice president, or in any other office if the responsibilities of such office include policy making functions unless such person is qualified to render accounting services in the State of Florida.

ARTICLE SEVEN: BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors; however, the shareholders may also adopt, alter, amend or repeal By-Laws in which event the shareholders may provide in any By-Law made by them that such By-Law may not be altered, amended, or repealed by the directors.

ARTICLE EIGHT: AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation then outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

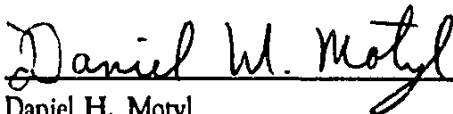
ARTICLE NINE: REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is to be at 3908 26th Street West, Bradenton, Florida 34205, and the initial registered agent at that address is Marc H. Feldman. Such registered office and agent may be changed by the Corporation upon filing a proper notice of such change with the Florida Department of State.

ARTICLE TEN: INCORPORATOR

This Corporation is being formed by Daniel H. Motyl whose address is 6114 55th Terrace East, Bradenton, Florida 34203

In Witness Whereof, I subscribe to these Articles of Incorporation on 12-10-96


Daniel H. Motyl

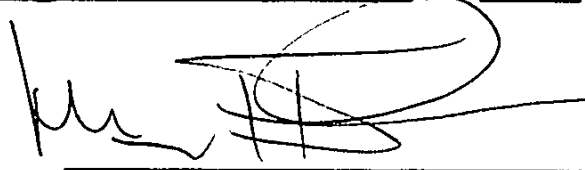
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

97 JAN -8
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Marc H. Feldman, accept my appointment as Registered Agent for Daniel H. Motyl, C.P.A., P.A., and will maintain the registered office of the corporation in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205-3510.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated this 30th day of December, 19 96



Marc H. Feldman