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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: BARNETT, BOLT, KIRKWOOD & LONG
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NAME: RICKARD & ASSOCIATES, P.A.

AUDIT NUMBER.....H97000008865

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
RICKARD & ASSOCIATES, P.A.

FILED
97 MAY 30 AM 8:24
TALLAHASSEE FLORIDA

The undersigned, being duly licensed to practice accounting under the laws of the State of Florida, hereby adopts these Articles of Incorporation to form a corporation under the Professional Service Corporation, Chapter 621 of the Florida Statutes, as amended to date, and other laws of the State of Florida.

ARTICLE 1

Corporate Name

The name of this professional service corporation (the "Corporation") is:

Rickard & Associates, P.A.

ARTICLE 2

Principal Address

The address of the principal office and the mailing address of this Corporation is 500 North Westshore Boulevard, Tampa, Florida 33609.

H97000008865 2

Michael D. Miller, Esquire
Barnett, Bolt, Kirkwood & Long
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606
(813) 253-2020
Florida Bar No. 396540

H97000008865 2

ARTICLE 3Purposes

This Corporation is formed to engage in every aspect of the practice of accounting and consulting. The professional services involved in this Corporation's practice of accounting may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice accounting in the State of Florida. This Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services.

ARTICLE 4Corporate Existence

This Corporation shall have perpetual existence, commencing on the date that these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE 5Capital Stock

This Corporation is authorized to issue ten thousand (10,000) shares of common stock, having a par value of One Cent (\$.01) per share. None of the authorized shares of this Corporation may be issued to anyone other than an individual duly licensed to practice accounting in the State of Florida.

ARTICLE 6Preemptive Rights

This Corporation elects to have preemptive rights.

H97000008865 2

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ARTICLE 7Restraint on Alienation of Shares

No shareholder of this Corporation may sell or transfer any shares of the Corporation except to another individual who is eligible to be a shareholder of this Corporation. The foregoing restriction on alienation is not exclusive, and nothing herein shall preclude the imposition of additional restrictions on the transfer or registration of outstanding shares of the Corporation pursuant to the bylaws, an agreement among the shareholders of the Corporation or an agreement between the shareholders and the Corporation.

ARTICLE 8Registered Office and Agent

The street address of the initial registered office of this Corporation is 500 North Westshore Boulevard, Tampa, Florida 33609, and the name of the initial registered agent at such address is James I. Rickard, III.

ARTICLE 9Directors

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The number of directors may be either increased or diminished from time to time, in the manner prescribed in the bylaws, but shall never be less than one (1). The initial director is as follows:

H97000008865 2

H97000008865 2

Name

Address

James I. Rickard, III

500 North Westshore Boulevard
Tampa, FL 33609

ARTICLE 10

Incorporator

The name and address of the person signing these Articles of
Incorporation is:

NAME

ADDRESS

James I. Rickard, III

500 North Westshore Boulevard
Tampa, FL 33609

ARTICLE 11

Amendments

This Corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation in the
manner now or hereafter prescribed by the bylaws of this
corporation or other governing law, and any rights conferred on
the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator
has executed these Articles of Incorporation this 29th day of May,
1997, and acknowledges that he is familiar with, and accepts, the
obligations of registered agent of this Corporation.


James I. Rickard, III, Incorporator
and Registered Agent

H97000008865 2

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