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1/15/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

FAX #: (850)922-4001
ACCT#: 070744001530
FAX #: (305)358-7832

NAME: TAXMASTERS TAX PREPARER, INC.
AUDIT NUMBER.....H98000001012
DDC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 1
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation TAXMASTERS TAX PREPARER, INC.
 Address of Corporation 14901 NORTHWEST 7th AVENUE
MIAMI, FLORIDA 33168

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED)

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Article 3: REGISTERED AGENT: GREGORY TUNSIL
 and
 REGISTERED OFFICE: 14901 NORTHWEST 7th AVENUE
MIAMI, FLORIDA 33168

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

Greg Tunsil 1/15/98
 Signature of Registered Agent Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
 First listed is President. Second is Vice-President. Then, Sec/Treasurer.

- GREGORY TUNSIL
14901 N.W. 7th AVENUE
MIAMI, FL 33168

Article 5: The Name and Address of the INCORPORATOR is:
GREGORY TUNSIL
14901 N.W. 7th AVENUE
MIAMI, FLORIDA 33158

In witness whereof, I have subscribed my name *Greg Tunsil*
 Signature of Incorporator

Prepared by:
 Ace Industries, Inc.
 54 NW 11th Street
 Miami, FL 33136
 (305) 358-2571

GREGORY TUNSIL

H98-1012