

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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Stephenson + Company,
C.P.A., P.A.

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DIVISION OF CORPORATION

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____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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Signature _____

Requested by:

Name _____ Date _____ Time _____

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ARTICLES OF INCORPORATION

OF

STEPHENSON & COMPANY, C.P.A., P.A.

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The undersigned natural person, competent and licenced to provide public accounting in the State of Florida, for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be STEPHENSON & COMPANY, C.P.A., P.A. The principal office of the corporation shall be 25 E. Wright Street, Pensacola, FL 32501, and the mailing address of the corporation shall be P. O. Box 1152, Pensacola, FL 32595-1152.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized is for the purpose of providing public accounting services in the State of Florida and to transact all lawful business for which corporations may be organized under the Florida Professional Services Corporation Act.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at ONE DOLLAR (\$1.00) per

share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered office is 201 E. Government St., Pensacola, FL 32501, and the name of its initial registered agent at said address is Donald A. Roark.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is Donald A. Roark, 201 E. Government St., Pensacola, FL 32501.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of

this corporation are:

WAYNE STEPHENSON
25 E. Wright Street
Pensacola, FL 32501

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

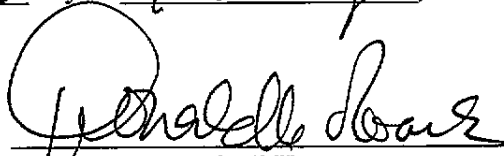
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 26th day of February, 1998.


DONALD A. ROARK
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 26th day of February, 1998, by Donald A. Roark, who personally appeared before me and is

personally known to me or has produced _____ as identification.

Helen P. Hill

Name: **HELEN P. HILL**

NOTARY PUBLIC - STATE OF FLORIDA

My Commission expires: _____

Commission number: _____

HELEN P. HILL

Notary Public-State of Florida

My Commission Expires Jan. 11, 2001

CC 250974

Bonded thru Aetna Casualty & Surety Co.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

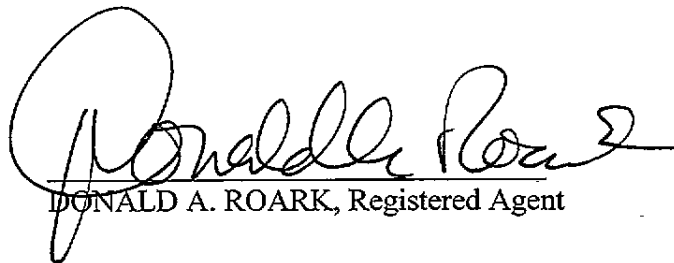
STEPHENSON & COMPANY, C.P.A., P.A.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--that STEPHENSON & COMPANY, C.P.A., P.A., desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City
of Pensacola, County of Escambia, State of Florida, has named DONALD A. ROARK, located at
201 E. Government St., City of Pensacola, County of Escambia, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


DONALD A. ROARK, Registered Agent

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