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Norliza Batts, P.A.

Member of  
WASHINGTON, D.C.  
PENNSYLVANIA AND  
FLORIDA BAR

2805 E. OAKLAND PARK BLVD., #402  
FORT LAUDERDALE, FLORIDA 33306  
BROWARD (954) 772-4234

June 29, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002578774--4  
-07/02/98--01033--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ACCJ INC.

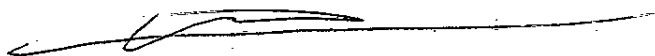
Dear Sir:

Enclosed please find an original and a copy of the Articles of Incorporation of ACC, INC. Please file these Articles in your files and return a receipted copy to our office.

Enclosed is a check in the amount of \$70.00 for the filing fees.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



NORLIZA BATTS

NB:zz  
nt\colosimo\ss

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

W 15287



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 6, 1998

NORLIZA BATTS  
2805 E OAKLAND PARK BLVD #402  
FT LAUDERDALE, FL 33306

SUBJECT: ACC, INC.  
Ref. Number: W98000015287

We have received your document for ACC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 498A00036098

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ACCT, INC.

The undersigned incorporator hereby forms a corporation, under the provisions of Chapter 607 of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ACCT, INC.

The address of the principal office of this corporation shall be 300 S. Point Dr., #605, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 share of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 300 S. Point Dr., #605, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is ARMANDO COLOSIMO

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Armando Colosimo, 300 S. Point Dr., #605,  
Miami Beach, Florida 33139

ARTICLE VII. OFFICERS

The names and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Armando Colosimo, 300 S. Point Dr., #605, Miami Beach, Florida 33139.

ARTICLE VIII. SPECIAL PROVISION


It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Armando Colosimo, 300 S. Point Dr., #605, Miami Beach, Florida 33139.

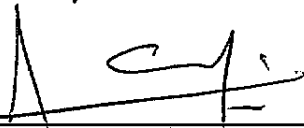
IN WITNESS THEREOF, the undersigned, being the incorporator for the purpose of forming a Corporation has signed these Article of Incorporation on this 27 day of July, 1998.

  
\_\_\_\_\_

ARMANDO COLOSIMO

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Armando Colosimo an individual residing in the State of Florida having a business office identical with the registered office of the Corporation named above, and having been designated as the registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By   
Armando Colosimo

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED