

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8086



99500040377

ACCOUNT NO. 07 00000003

REFERENCE : 602849 81456A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 22, 1995

ORDER TIME : 11:30 AM

ORDER NO. : 602849

CUSTOMER NO: 81456A

CUSTOMER: James R. Spence, Esq
JAMES R. SPENCE, ESQUIRE

Suite 317
801 N. Magnolia Avenue
Orlando, FL 32803

100001495611
-05/22/95--01048--007
****122.50 ****122.50

EFFECTIVE DATE

MAY 18 1995

DOMESTIC FILING

NAME: ACCOUNTING & MANAGEMENT
CONSULTING, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebe

EXAMINER'S INITIALS:

FILED
95 MAY 22 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 23 1995

EFFECTIVE DATE

MAY 18 1995

ARTICLES OF INCORPORATION OF

ACCOUNTING & MANAGEMENT CONSULTING, INC.

95 MAY 22 AM 8 06
FILED
SECRET
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: ACCOUNTING & MANAGEMENT CONSULTING, INC., 10629 Huntridge Road, Orlando, Florida 32825.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 10629 Hunt Ridge Road, Orlando, Florida 32825 and the name of its initial Registered Agent at that address is John F. Rauback

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John F. Rauback	10629 Huntridge Road Orlando, Florida 32825

Article 7. Incorporators. The name and address of each Incorporator is as follows:

John F. Rauback, 10629 Huntridge Road, Orlando, Florida 32825

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
John F. Rauback	100 Shares

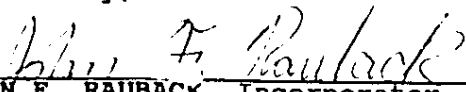
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 13. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 14. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is May 18th, 1995.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18th day of May, 1995.


JOHN F. RAUBACK, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE


I HEREBY CERTIFY that on this day before me, an officer duly qualified in the State and County aforesaid to take proper acknowledgments, personally appeared John F. Rauback, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same, and who is personally known to me.

WITNESS my hand and seal in the State and County last aforesaid, this 18th day of May, 1995.



JAMES R. SPENCE
My Comm Exp. 8/23/98
Bonded By Service Ins
No. CC380853

(I Personally Knows)


JAMES R. SPENCE
NOTARY PUBLIC, State of Florida at Large
My Commission Expires: August 23, 1998
My Commission Number: CC380853

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Accounting & Management Consulting, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10629 Huntridge Road Orlando, Florida 32825, has named John F. Rauback, located at 10629 Huntridge Road, Orlando, Florida 32825, as its agent to accept service of process within Florida.

John F. Rauback
JOHN F. RAUBACK

PRESIDENT
Title

5-18-95
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

John F. Rauback
JOHN F. RAUBACK

5-18-95
Date

FILED
95 MAY 22 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA