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September 23, 2002

Secretary of State
Division of Corporations
POST OFFICE BOX 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

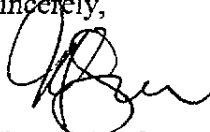
RE: Accountants Referral Service, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

Please mail a certified copy at the address listed below.

Sincerely,



Manuel D. Garcia
Accountants Referral Service, Inc
1776 N. Pine Island Rd., #118
Plantation, FL 33322

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 28 PM 4:00

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 9, 2002

MANUEL D. GARCIA
1776 N PINE ISLAND RD #118
PLANTATION, FL 33322

SUBJECT: ACCOUNTANTS REFERRAL SERVICE, INC.
Ref. Number: W02000029250

We have received your document for ACCOUNTANTS REFERRAL SERVICE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 102A00056571

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 28 PM 4:00

ARTICLES OF INCORPORATION

OF

Accountants Referral Service, Inc.

The undersigned, a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of **Florida**, do hereby certify:

ARTICLE I. NAME

The name of the Corporation is **Accountants Referral Service, Inc.**

ARTICLE II. LOCATION

The initial address of the principal office of this Corporation in the State of Florida is:

**1776 N. Pine Island Road, Suite 118
Plantation, FL 33322**

ARTICLE III. NATURE OF BUSINESS

Said corporation is organized as a non-profit business league that qualifies for exemption from federal income tax under code section 501(c)(6) or the corresponding section of any future federal tax code. The organization will be devoted to the encouragement of the use of a Certified Public Accountant (CPAs). The organization's main purpose is to introduce individuals to the use of a C.P.A., in the hope that they will enter into CPA-client relationships on a paying basis as a result. The organization will be primarily supported by membership dues and other income from activities substantially related to its exempt purpose.

ARTICLE IV. DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased from time to time by laws adopted by the directors, but shall never be less than one (3). The method of election of directors is as stated in the bylaws.

ARTICLE V. INITIAL DIRECTORS

The name and address of the first Board of Director is:

Manuel D. Garcia
1776 N. Pine Island Road, #118
Plantation, FL 33322

The name and address of the second Board of Director is:

Donna D. Galarza
1776 N. Pine Island Road, #118
Plantation, FL 33322

The name and address of the third Board of Director is:

Kathi Williams
1776 N. Pine Island Road, #118
Plantation, FL 33322

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1776 N. Pine Island Road # 118, Plantation, FL 33322** and the name of the registered agent of this corporation at that address is: **Manuel D. Garcia.**

ARTICLE VII. INCORPORATOR

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

Manuel D. Garcia
1776 N. Pine Island Road, #118
Plantation, FL 33322

ARTICLE VIII. EARNINGS OF THE CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation

shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. "Notwithstanding any other provision of these articles, this corporation shall not, insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE IX. DISSOLUTION OF THE CORPORATION

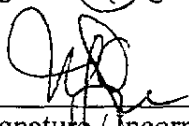
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature / Registered Agent

Date 10/4/02



Signature / Incorporator

Date 10/4/02

02 OCT 28 PM 4:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS