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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FLORIDA SOCIETY OF ACCOUNTANTS, INC.

AUDIT NUMBER.....H98000002565

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1998

EMPIRE

SUBJECT: FLORIDA SOCIETY OF ACCOUNTANTS, INC.
REF: W98000002788

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

THE CONFLICTING NAME IS "FLORIDA SOCIETY OF ACCOUNTANTS, INC." FILED ON JANUARY 27, 1998, DOCUMENT NUMBER N98000000516.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: E98000002565
Letter Number: 298A00007081

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ARTICLES OF INCORPORATION

OF

FLORIDA ACCOUNTANTS SOCIETY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Statutes Chapter 617, 1997, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME

The name of this corporation is FLORIDA ACCOUNTANTS SOCIETY, INC.

ARTICLE TWO
DURATION

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State.

ARTICLE THREE
PURPOSE

The purpose of this corporation shall be to promote and facilitate the practice of accountancy, tax preparation, and related fields, through education, training, practice assistance, and such other means as will be beneficial to the practitioner(s) and to the public served by such practitioner(s).

ARTICLE FOUR
REGISTERED OFFICE

The principal place of business of this corporation shall be 4431 Davie Road, Suite 121, Davie, Florida 33314, with the privilege of having branch offices at any other place.

ARTICLE FIVE
REGISTERED AGENT

The Registered Agent of this corporation for service shall be:

Charles B. Cady
4431 Davie Road, Suite 121
Davie, Florida 33314

Prepared by:
Glenn C. Henderson, Esq.
4431 SW 64th Ave. #119
Davie, Fla. 33314

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TALLAHASSEE, FLORIDA

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ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The Board of Directors will be elected pursuant to the Articles of By-Laws of the Corporation.

This corporation shall have three directors initially; the number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three.

The officers of this corporation shall be president, vice-president, secretary, treasurer or assistants thereof.

The names and post office addresses of the initial Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Charles B. Cady	4431 Davie Road, #121 Davie, Fla. 33314
Sandra Cencebaugh	6150 S.W. 35th Street Miramar, Florida 33023
Gary E. McClain	1470 S.E. 19th Ave. Ft. Lauderdale, Fla. 33316

ARTICLE SEVEN
INCORPORATORS

The name and address* of the incorporator is:

Glenn C. Henderson, Esq. 4431 SW 64th Avenue, #119
Davie, Florida 33314

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of February, 1998.

WITNESSES:

Diana Henderson
Dennis C. Ryan

Glenn C. Henderson
GLENN C. HENDERSON

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared GLENN C. HENDERSON, to me known and known to me to be the persons who executed the foregoing Articles of Incorporation for the uses and purposes therein contained.

WITNESS my hand and official seal this 10 day of February, 1998, at Davie, Broward County, Florida.



Dennis C. Ryan
MY COMMISSION # C0315412 EXPIRES
December 16, 1999

Dennis C. Ryan
NOTARY PUBLIC
My commission expires:

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. Name of the corporation is: FLORIDA ACCOUNTANTS SOCIETY, INC.
2. Name and address of the registered agent and office is:

Charles B. Cady
4431 Davis Road
Suite 121
Davie, Florida 33314


BY: _____
(Corporate Officer)
Title SECRETARY
Date 2/10/98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

BY: 
(Registered Agent)
Date 02/10/98

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