

*Mark L. Griffin*  
Certified Public Accountant  
1627 Rogero Road  
Jacksonville, FL 32211  
(904) 743-5999 Fax (904) 743-4455

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

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-01/03/00--01104--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Griffin & Company, C.P.A., P.A.

Enclosed is an original and two copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copy & certificate of status.

FROM: Mark L. Griffin  
1627 Rogero Road  
Jacksonville, FL 32211  
(904) 743-5999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHAMBER JAN 7 1999

**ARTICLES OF INCORPORATION  
OF  
GRIFFIN & COMPANY, C.P.A., P.A.**

The undersigned natural person competent and licensed 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:

**ARTICLES I. NAME**

The name of the Corporation is: Griffin & Company, C.P.A., P.A.

**ARTICLE II. ADDRESS**

The address of the principal office is: 1627 Rogero Road, Jacksonville, Florida 32211.

**ARTICLE III. PURPOSE**

The Corporation is organized 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 IV. 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

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TALLAHASSEE, FLORIDA

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majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

Mark L. Griffin  
1627 Rogero Road  
Jacksonville, Florida 32211

#### ARTICLE V: POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on Corporation under the laws of the State of Florida.

#### ARTICLE VI: STOCK

Section 1: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at one dollar (\$1.00) per share par value.

Section 2: The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Section 3: 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 VII. 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, 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 VIII. INFORMAL DIRECTOR ACTION

If all 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 IX. INDEMNIFICATION

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

## ARTICLE X. 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.

## ARTICLE XI. REGEISTERED OFFICE AND AGENT

Section 1: The street address of the registered office of this corporation is: 1627 Rogero Road, Jacksonville, Florida 32211.

Section 2: The name of the registered agent of the Corporation located at the address of the registered office is: Mark L. Griffin.

## ARTICLE XII. INCORPORATOR

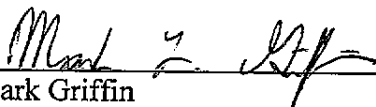
The name and address of the incorporator of the Corporation is:

Mark L. Griffin  
1627 Rogero Road  
Jacksonville, Florida 32211

## ARTICLE XIII. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, has hereunto set his hand this 28<sup>th</sup> day of December, 1999.

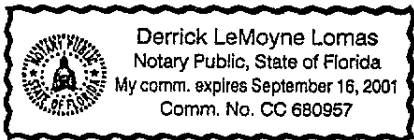
  
Mark Griffin  
Incorporator

STATE OF FLORIDA

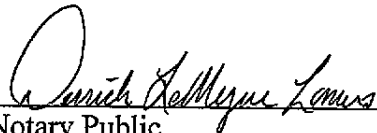
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark Griffin, incorporator, to be well known to me to be the person who executed the foregoing original Articles of Incorporation of Griffin & Company, C.P.A., P.A. and acknowledged before me that he executed the same freely and voluntarily for the purpose therein set forth and expressed.

IN WITNESS THEREOF, I have hereunto set my hand and affix my official seal on this 28<sup>th</sup> day of December, 1999.



(SEAL)

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My commission expires: 9/16/2001

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Griffin & Company, C.P.A., P.A.
2. The name and address of the registered agent and office is:

Mark L. Griffin  
1627 Rogero Road  
Jacksonville, Florida 32211

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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Mark L. Griffin  
Date 12/28/99