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ACCOUNT NO. : 072100000032

REFERENCE : 552829 126228A

AUTHORIZATION :

*Patricia Pigut*

COST LIMIT : \$ 70.00

ORDER DATE : January 14, 2000

ORDER TIME : 2:22 PM

ORDER NO. : 552829-010

300003099763--6

CUSTOMER NO: 126228A

CUSTOMER: Mr. R. L. Heinkel  
R. LAWRENCE HEINKEL, P.A.  
R. LAWRENCE HEINKEL, P.A.  
Suite 220  
135 West Central Boulevard  
Orlando, FL 32801

DOMESTIC FILING

NAME: RUSSELL A. CLARK, CPA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 14 PM 4:13

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JAN 14 PM 3:10

**ARTICLES OF INCORPORATION**

**OF**

**RUSSELL A. CLARK, CPA, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 14 PM 4: 13

**Article I**

**Name, Principal Place of Business, and Duration**

The name of the Corporation is RUSSELL A. CLARK, CPA, P.A. The principal place of business of the Corporation is 135 West Central Boulevard, Suite 220, Orlando, FL 32801. The duration of the Corporation is perpetual.

**Article II**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 135 West Central Boulevard, Suite 220, Orlando, FL 32801. The name of the registered agent at such address is Russell A. Clark.

**Article III**

**Corporate Purposes, Powers and Rights**

The general purpose for which this Corporation is organized shall be:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that Certified Public Accountants duly licensed under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice as Certified Public Accountants therein.

2. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and, in general, either alone or in association with other corporations, firms or

individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

4. It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 or Chapter 621 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### Article IV

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$1.00 par value per share.

#### Article V

##### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

##### Name

##### Address

Russell A. Clark

135 West Central Boulevard, Suite 220  
Orlando, FL 32801

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### Article VI

##### Board of Directors

1. The initial number of directors of this Corporation shall be one (1).
2. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.
3. The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

4. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

5. Each Director shall be a Certified Public Accountant duly licensed to render services as such under the laws of the State of Florida.

#### **Article VII**

##### **Shareholders**

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Certified Public Accountant under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **Article VIII**

##### **Director and Shareholder Action by Consent**

Any corporate action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

#### **Article IX**

##### **Indemnification**

The Corporation shall indemnify and hold harmless any officer or Director to the fullest extent permitted by law.

Article X

Records

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

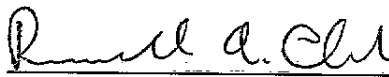
Article XI

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Executed this 12th day of January, 2000.



RUSSELL A. CLARK  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Be it remembered, that on this 12th day of January, 2000, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, RUSSELL A. CLARK, a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.



R. LAWRENCE HEINKEL  
Notary Public - State of Florida

R. LAWRENCE HEINKEL  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC880033  
EXPIRES 12/1/2003  
BONDED THRU ASA 1-888-NOTARY1

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

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 14 PM 4:13

In compliance with the Florida Business Corporation Act, the following is submitted:

RUSSELL A. CLARK, CPA, P.A., with its place of business at 135 West Central Boulevard, Suite 220, Orlando, FL 32801, has named RUSSELL A. CLARK, located at 135 West Central Boulevard, Suite 220, Orlando, Florida 32801, as its agent to accept service of process within Florida.

Having been named to accept service of process for RUSSELL A. CLARK, CPA, P.A. at the place designated in this certificate, I hereby agree 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 the Florida Business Corporation Act.

Dated this 12th day of January, 2000.



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RUSSELL A. CLARK  
Registered Agent