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Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

February 7, 2000

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

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-02/11/00--01021--005
*****78.75 *****78.75

RE: Wagner Accounting & Consulting, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
00 FEB 10 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation
Of

WAGNER ACCOUNTING & CONSULTING, INC.

FILED
00 FEB 10 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Wagner Accounting & Consulting, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

ALEXANDER W. WAGNER
8325 BAYPOINT DRIVE, #806
TAMPA, FL 33615

SEVENTH: The name and address of the incorporator is:

ALEXANDER W. WAGNER
8325 BAYPOINT DRIVE, #806
TAMPA, FL 33615


EIGHTH: The name and address of the initial registered agent and the initial registered office is:

ALEXANDER W. WAGNER
8325 BAYPOINT DRIVE, #806
TAMPA, FL 33615

NINTH: The mailing address and principal office of the corporation is:


WAGNER ACCOUNTING & CONSULTING, INC.
8325 BAYPOINT DRIVE, #806
TAMPA, FL 33615

DATED: January 17, 2000


ALEXANDER W. WAGNER
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


ALEXANDER W. WAGNER

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00 FEB 10 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA