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LAW OFFICES OF MITCHELL A. FELDMAN, P.A.

MITCHELL A. FELDMAN
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Tampa, Florida 33601-0872

Please Reply to Main Office

June 29, 2000

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 PM 1:02

RE: TRI COUNTY TAX ADJUSTERS, INC.

Dear Sir/Madam:

Please find an original and one copy of the Articles of Incorporation and Registered Agent with our check of \$78.75 for filing the above captioned proposed corporation.

Thank you for your cooperation in this matter.

Sincerely,
The Law Offices of Mitchell A. Feldman, P.A.


Elmer Mercado
Legal Assistant

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enc.

g 7/11/00

**ARTICLES OF INCORPORATION
OF
TRI COUNTY TAX ADJUSTERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE 1. NAME

The name of the corporation is: TRI COUNTY TAX ADJUSTERS, INC.

ARTICLE 2. DURATION

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 3. PURPOSE

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4. CAPITAL STOCK

The corporation is authorized to issue One Million (1,000,000) of \$.01 par value shares which shall be designated as common shares.

ARTICLE 5. REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office in the state of Florida is:

Initial Registered Agent: Mitchell Alan Feldman

Initial Registered Office: 1021 Ives Dairy Road, Suite 111, Miami, FL 33179

ARTICLE 6. MAILING ADDRESS

The corporation's principle office and mailing address is:

Principle Office: 1021 Ives Dairy Road, Suite 111, Miami, FL 33179

Mailing Address: 1021 Ives Dairy Road, Suite 111, Miami, FL 33179

ARTICLE 7. DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is Two.

The number of Directors may be either increased or decreased from time to time by amendments to the Bylaws, but shall never be less than the number of the initial Board of Directors. The name of the initial Directors are:

Name: Mitchell Alan Feldman
Address: 21175 Mainsail Circle, Unit E-12, Aventura, FL 33180

ARTICLE 8. INCORPORATORS

The name and address of the incorporators executing these Articles of Incorporation are:

Name: Mitchell Alan Feldman
Address: 21175 Mainsail Circle, Unit E-12, Aventura, FL 33180

ARTICLE 9. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of fifty one percent of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 11. CORPORATE POWERS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

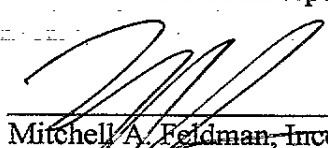
ARTICLE 12. CUMULATIVE VOTING

At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 13. CONFERENCE TELEPHONE

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

The undersigned incorporators have executed these Articles of Incorporation this 3 day of July, 2000.

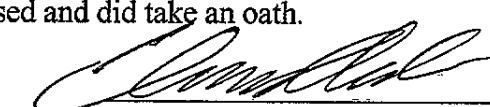


Mitchell A. Feldman, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 3 day of July, 2000, before me the undersigned Notary Public of the State of Florida personally appeared MITCHELL ALAN FELDMAN, who is personally known to me or has shown proper I D _____, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as a free act and deed for the purposes therein expressed and did take an oath.

My commission expires:



Notary Public, State of Florida

Name of Notary _____

Commission No. _____



Elmer Mercado
My Commission CC946589
Expires June 18, 2004

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL -7 PM 1:02

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 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/registered agent, in the State of Florida.

1. The name of the corporation is: TRI COUNTY TAX ADJUSTERS, INC.
2. The name and address of the registered agent and office is:

Mitchell Alan Feldman
1021 Ives Dairy Road, Suite 111
Miami, Florida 33179

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS 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.

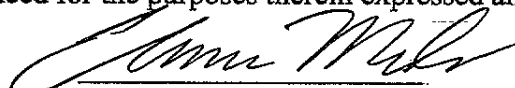

Registered Agent


Date: July 3, 2000

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 3 day of July, 2000, before me, the undersigned Notary Public of the State of Florida personally appeared MITCHELL ALAN FELDMAN, who is personally known to me, whose name is subscribed to the within instrument, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:


Notary Public, State of Florida
Name of Notary _____
Commission No. _____

 Elmer Mercado
My Commission CC946589
Expires June 18, 2004