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FILED  
00 JUL 31 AM 8:27  
TALLAHASSEE, FLORIDA

July 27, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

000003340560-6  
-07/31/00-01110-006  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of Corporate Audit Services, Inc.

Dear Sir:

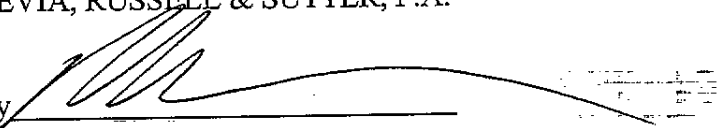
Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$122.50 for filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,  
HEVIA, RUSSELL & SUTTER, P.A.

By   
Phillip J. Jones

PJJ/nf  
Enclosures

T. Burch AUG 2 2000

FILED  
00 JUL 31 AM 8:27  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CORPORATE AUDIT SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is CORPORATE AUDIT SERVICES, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$10.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 3158 Lakeview Blvd., Port Charlotte, Florida 33952. The name of the initial registered agent at such address is Douglas J. Bowering.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially.

WILKINS, FROHLICH,  
JONES, HEVIA,  
RUSSELL & SUTTER  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
PORT CHARLOTTE, FLORIDA

The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

#### ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Douglas J. Bowering	3158 Lakeview Blvd. Port Charlotte, FL 33952

#### ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Douglas J. Bowering	3158 Lakeview Blvd. Port Charlotte, FL 33952

#### ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 27th day of July, 2000.

Witnesses:

WILKINS, FROHLICH,  
JONES, HEVIA,  
RUSSELL & SUTTER  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
PORT CHARLOTTE, FLORIDA

Anthony M. Brightman

Douglas J. Bowering  
Douglas J. Bowering

STATE OF FLORIDA:

COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Douglas J. Bowering to me known to be the person described as incorporator or who has produced N/A as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of July, 2000.

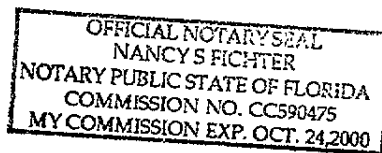
NOTARY PUBLIC:

Nancy S. Fichter  
Sign

Nancy S. Fichter  
Print Name

CC590475  
Commission No.

My commission expires: 10/24/2000



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00 JUL 31 AM 8:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CORPORATE AUDIT SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 3158 Lakeview Blvd., Port Charlotte, Florida, County of Charlotte, State of Florida, has designated DOUGLAS J. BOWERING, whose street address is 3158 Lakeview Blvd., Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

**CORPORATE AUDIT SERVICES, INC.**

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
DOUGLAS J. BOWERING