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and Estate Counsel

September 11, 2000

EFFECTIVE DATE
09/11/00

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

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-09/13/00--01071--014
*****78.75 *****78.75

Re: Donald F. Piercy, Jr., P.A.

Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced professional association. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copies of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & HANSEN, P.A.

J. Patrick Anderson

FILED
00 SEP 13 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JPA:sld
Enclosures

PH 5/14/00 ✓

ARTICLES OF INCORPORATION
OF
DONALD F. PIERCY, JR., P.A.

FILED
00 SEP 13 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Donald F. Piercy, Jr., P.A.

EFFECTIVE DATE
09/11/00

ARTICLE II

This Corporation shall commence upon execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to provide accounting services to the public and this Corporation shall engage in no other business.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V

No person shall own or have any interest in any shares of this Corporation unless he or she is duly licensed to provide accounting services in the State of Florida.

ARTICLE VI

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VII

The initial street address of the principal place of business of the Corporation is 131 Martesia Way, Indian Harbour Beach, Florida 32937. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VIII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time as provided in the By-Laws, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, is as follows:

Donald F. Piercy, Jr.
131 Martesia Way
Indian Harbour Beach, FL 32937

ARTICLE IX

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X

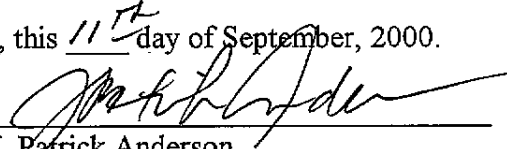
The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.

FILED
00 SEP 13 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

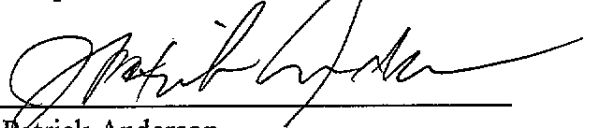
ARTICLE XI

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 11th day of September, 2000.


J. Patrick Anderson


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


J. Patrick Anderson
Registered Agent


STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. Patrick Anderson to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 11th day of September, 2000.


Sandra L. Debbert
Notary Public

My Commission Expires:

 Sandra L. Debbert
My Commission CC813886
Expires March 7 2003