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LAW OFFICE

WHITE & CROUCH, P.A.

113 NORTHEAST 16th AVENUE
GAINESVILLE, FLORIDA 32601

T. ALLEN CROUCH
RICHARD M. WHITE

TELEPHONE (352) 372-1011
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BOARD CERTIFIED WILLS,
TRUSTS & ESTATES ATTORNEYS

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*****78.75 *****78.75

September 6, 2000

Registration Section
Division of Corporations
Fla Dept of State
POB 6327
Tallahassee, FL 32314

Re: Cornwell Associates, P.A.

Gentlemen:

Enclosed are Articles of Incorporation to be filed for the referenced professional association:

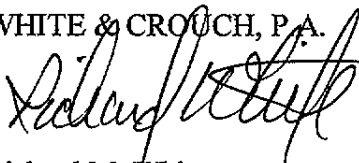
Also enclosed is a check in the amount of \$78.75, which consists of:

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 78.75

Please call if you have any questions

Yours truly,

WHITE & CROUCH, P.A.



Richard M. White

FILED
00 OCT -9 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-28802
ajc 9/11



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

RICHARD M. WHITE
113 N.E. 16TH AVE.
GAINESVILLE, FL 32601

SUBJECT: CORNWELL ASSOCIATES, ACCOUNTANTS, P.A.
Ref. Number: W00000022202

We have received your document for CORNWELL ASSOCIATES, ACCOUNTANTS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 600A00047920

ARTICLES OF INCORPORATION

OF

Cornwell Associates, Accountants, P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice accounting under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Cornwell Associates, Accountants, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation 803 NW 23 Ave., Gainesville, FL 32609.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of accounting. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share/without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice accounting in the state of Florida.

FILED
00 OCT -9 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 803 NW 23 Ave., Gainesville, FL 32609. The name of the initial registered agent at that address is Don Cornwell.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two member(s). The name(s) and address(es) of the member(s) of the first board of directors are:

Name	Address
Don Cornwell	803 NW 23 Ave., Gainesville, FL 32609
Polly W. Cornwell	803 NW 23 Ave., Gainesville, FL 32609

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
Don Cornwell	803 NW 23 Ave., Gainesville, FL 32609

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice accounting in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

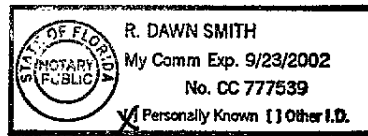
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on August 31, 2000.


Don Cornwell

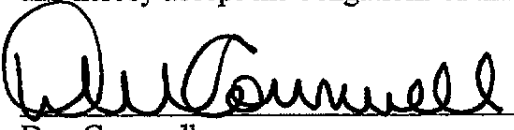
Sworn to and subscribed before me on August 31, 2000, by Don Cornwell, who X is personally known to me or ___ provided ___ as identification.


Notary Public -- State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cornwell Associates, Accountants, P.A. at the place designated in the articles of incorporation, I am familiar with and hereby accept the obligations of that Registered Agent pursuant to F.S. 607.0501(3).


Don Cornwell

Date: Sep 27, 2000

FILED
00 OCT -9 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA