

Law Office of  
MICHELLE C. FRIGOLA  
A Professional Association

Michelle C. Frigola

Of Counsel  
Alfred K. Frigola

October 19, 2000

**FEDERAL EXPRESS**  
**TRACKING NO.: 811185712633**

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: AA Accounting Solutions, Inc.  
File No.: 00-147

Dear Sir or Madam:

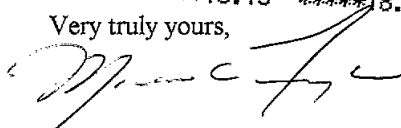
Please find enclosed an original and one (1) copy of the Articles of Incorporation and the Certificate of Resident Agent for the above-referenced corporation. Also find enclosed Michelle C. Frigola, P.A., Escrow Account check number 1817 in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) representing your costs for filing the Articles of Incorporation.

Please return the filed Articles of Incorporation in the Federal Express envelope with the enclosed Airbill at your earliest possible convenience.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

400003433714--3  
-10/20/00-01063-007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

  
Michelle C. Frigola

MCF/pdl  
Encls. (w/Check No. 1817)  
cc: AA Accounting Solutions

F. CHESSEY OCT 23 2000

FILED  
00 OCT 20 AM 7:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Lighthouse Point  
Professional Center  
5340 North Federal Highway  
Suite 104  
Lighthouse Point, Florida 33064

(954) 360-0907  
FAX (954) 360-0908

**ARTICLES OF INCORPORATION**  
**OF**  
**AA ACCOUNTING SOLUTIONS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is:

**AA ACCOUNTING SOLUTIONS, INC.**

**ARTICLE II**

The initial post office address of this principal office of this corporation, in the State of Florida is:

1312 S.E. 1 Street  
Pompano Beach, Florida 33060

**ARTICLE III**

The corporation shall have perpetual existence.

**ARTICLE IV**

The Registered Resident Agent for the corporation is:

Michelle C. Frigola, Esquire  
Michelle C. Frigola, P.A.  
Lighthouse Point Professional Center  
5340 N. Federal Highway, Suite 104  
Lighthouse Point, Florida 33064

FILED  
00 OCT 20 AM 7:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V

The general nature of the business to be transacted by this corporation is:

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

#### ARTICLE VI

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

#### ARTICLE VII

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000.00).

#### ARTICLE VIII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

#### ARTICLE IX

This corporation shall have at least one (1) Director initially, but the number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE X

The names and post office addresses of the initial Board of Directors and Officers are:

NAME

ADDRESS

POSITION

ANN ATKINS

1312 S.E. 1 Street  
Pompano Beach, FL 33060

Director/President

ARTICLE XI

The name and post office address of each incorporator is:

ANN ATKINS  
1312 S.E. 1 Street  
Pompano Beach, Florida 33060

ARTICLE XII

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. 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. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 19<sup>th</sup> day of  
October, 2000.

Michelle C. Frigola  
Witness

Ann Atkins  
ANN ATKINS, President

Michelle C. Frigola  
Printed Name

Paula D. Lirette  
Witness

Paula D. Lirette  
Printed Name

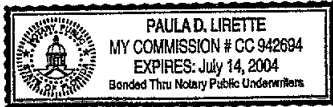
STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF BROWARD    )

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ANN ATKINS, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (check one:) \_\_\_\_\_ Said person(s) is/are personally known to me.  
\_\_\_\_/\_\_\_\_ Said person(s) provided the following type of identification: Fla. driver's license

Notary Seal

Witness my hand and official seal in the County  
and State last aforesaid this 1<sup>st</sup> day of  
October, A.D., 2000.

My Commission Expires:



Paula D. Lirette  
Notary Signature

Paula D. Lirette  
Printed Name

**CERTIFICATE OF RESIDENT AGENT**

IN FURTHERANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: AA ACCOUNTING SOLUTIONS, INC.

desiring to organize under the Laws of the State of Florida, with its principal place of business as  
indicated in the Articles of Incorporation, in the County of Broward, State of Florida has named:

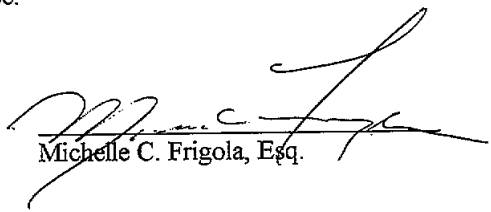
Michelle C. Frigola, Esquire  
Michelle C. Frigola, P.A.  
Lighthouse Point Professional Center  
5340 North Federal Highway, Suite 104  
Lighthouse Point, Florida 33064

as its agent to accept service of process within this State.

FILED  
00 OCT 20 AM 7:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

Having been made to accept service of process for the above named corporation, at place  
designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act, relative to keeping open said office.

  
Michelle C. Frigola, Esq.