

LAW OFFICES OF  
GARY B. TULLIS  
9104 CYPRESS GREEN DRIVE  
JACKSONVILLE, FLORIDA 32256

Telephone No.:(904)448-6000

Facsimile No.:(904)730-0023

*200000101006*

FILED  
OCT 26 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 25, 2000

Doris Brown  
Document Specialist  
Florida Department of State  
Division of Corporations  
409 Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32314

400003441244--1  
-10/26/00--01097--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Ref: Audit Shield Administrative Services, Inc.

Dear Ms. Brown:

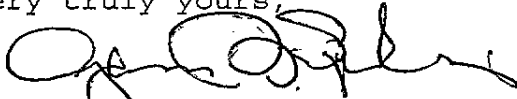
Enclosed herewith, please find the Original and one fully executed copy of the Articles of Incorporation of Audit Shield Administrative Services, Inc. for filing.

In payment of the filing charges and taxes, I have enclosed herewith a check in the amount of \$122.50.

Please forward the Articles of Incorporation to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,



Gary B. Tullis, Esquire

GBT/jb  
enc.

*Gary B. Tullis* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Art. VI*  
DATE *10/30/00*  
DOC. EXAM *Doris Brown*

D. BROWN OCT 26 2000

FILED  
00 OCT 26 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AUDIT SHIELD ADMINISTRATIVE SERVICES. INC.

ARTICLE I

The name of this corporation is AUDIT SHIELD ADMINISTRATIVE SERVICES, INC.

ARTICLE II

This Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

Street Mailing Address of Initial  
Registered Office and Name of Initial Registered Agent

The initial street and mailing address of the registered agent of said corporation is 9104 Cypress Green Drive, Jacksonville, Florida 32256. The initial registered agent is Gary B. Tullis, Esquire, 9104 Cypress Green Drive, Jacksonville, Florida 32256.

The principal place of business of this corporation is:  
9104 Cypress Green Drive, Jacksonville, Fl 32256.

ARTICLE VII  
Initial Directors

The initial board of director of this corporation is:

John R. Forbes                      President

ARTICLE VIII

The name and address of the incorporator signing these articles is:

John R. Forbes                      9104 Cypress Green Drive  
   Jacksonville, Fl 32256

ARTICLE IX  
Amendments

This corporation reserves the right to amend, alter, change 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.

IN WITNESS WHEREOF, I, JOHN R. FORBES, being the incorporator and the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25 day of Oct., 2000.

  
\_\_\_\_\_  
JOHN R. FORBES

FILED  
00 OCT 26 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

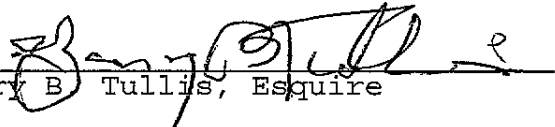
Certification Designating Place of Business or  
Domicile for the Service of Process Within  
This State, Naming Agent Upon Which Process  
May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

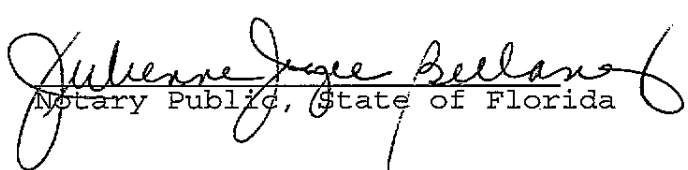
First: That Audit Shield Administrative Services, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Gary B. Tullis, Esquire, 9104 Cypress Green Drive, Jacksonville, Florida 32256 as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**


Having been named to accept service of process for the above-stated corporation, at the place designated in this 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.

  
\_\_\_\_\_  
Gary B. Tullis, Esquire

Sworn to and subscribed before me  
this 25th day of October, 2000  
appeared Gary B. Tullis, who is  
personally known to me or who  
produced the following identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

Notary Name (Print)  
My Commission expires:

 Julianne Joyce Bellamy  
My Commission CC915888  
Expires March 05, 2004