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LAW OFFICE OF
BATEH & CLARK

ABRAHAM I. BATEH, P.A.
ROSS T. CLARK
CHARLES R. BATEH

December 5, 2000

1558 SAN MARCO BOULEVARD
JACKSONVILLE, FLORIDA 32207-2998
TELEPHONE (904) 396-1300
FACSIMILE (904) 396-0743

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Jacksonville Audit Group, Inc.

100003496061--6
-12/11/00--01157--004
*****122.50 *****78.75

Dear Sir or Madam:

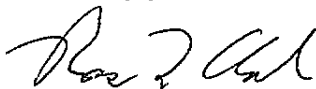
Enclosed is an original and copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 which represents the filing fee.

- | | | |
|----|----------------------|----------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy | \$52.50 |
| 3. | Registered Agent Fee | \$35.00. |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Your prompt attention to this matter is greatly appreciated. If you have any questions, please contact my office.

Very truly yours,



Ross T. Clark

RTC:pm

Enclosures

FILED
00 DEC 11 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-15
WC

ARTICLES OF INCORPORATION
OF
JACKSONVILLE AUDIT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is JACKSONVILLE AUDIT GROUP, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 7033 Commonwealth Avenue, Jacksonville, Florida 32220, and the name of the initial registered agent at that address is Brock L. Young. The address of the principal office of the corporation is 7033 Commonwealth Avenue, Jacksonville, Florida, 32220.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The names and street addresses of the initial directors are:

Brock L. Young
7963 Copperfield Circle North
Jacksonville, FL 32244

Robert W. Hamlett
6710 Collins Road, Apt. 2706
Jacksonville, FL 32244

ARTICLE VII. INCORPORATOR

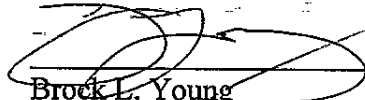
The names and street addresses of the incorporators signing these Articles of Incorporation are: Brock L. Young, 7963 Copperfield Circle North, Jacksonville, Florida 32244, and Robert W. Hamlett, 6710 Collins Road, Apt. 2706, Jacksonville, Florida 32244. The incorporators of the corporation assign to this corporation their rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and they assign to those persons designated by the Board of Directors any rights they may have as incorporators to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of

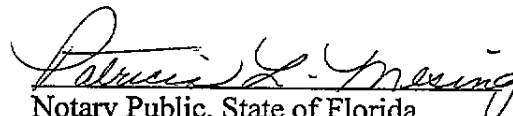
Incorporation this 5 day of December, 2000.


Brock L. Young

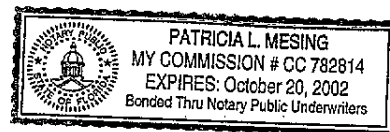

Robert W. Hamlett

Before me, the undersigned authority, personally appeared Brock L. Young and Robert W. Hamlett, to me known to be the persons who executed the foregoing Articles of Incorporation, and who are personally known to me and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of December, 2000.


Notary Public, State of Florida

My Commission Expires:

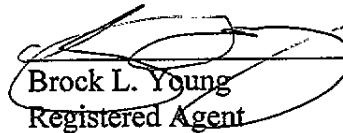


ACCEPTANCE OF DESIGNATION

Pursuant to Section 48.901, Florida Statutes, the following is submitted:

1. That Jacksonville Audit Group, Inc., is desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, and has named Brock L. Young, 7033 Commonwealth Avenue, Jacksonville, Florida 32220, as its agent to accept service of process within this State.
2. Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

Dated this 5 day of December, 2000.


Brock L. Young
Registered Agent

FILED
00 DEC 11 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA