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**LAW OFFICES
OF
HEIST & WEISSE, P.A.**

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37 N. Orange Ave.
Suite 500
Orlando, FL 32801

January 25, 2001

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

500003590215--9
-01/29/01--01100--022
****122.50 *****78.75

Re: Incorporation of Willard S. Thomas CPA, P.A.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.50, payable to the Secretary of State, State of Florida, in payment of the following:

- | | |
|--|---------|
| 1. Filing of Articles of Incorporation | \$70.00 |
| 2. Certified copy of filed Articles | \$52.50 |

Also enclosed, please find the original and one copy of the Articles of Incorporation for the above-named corporation. Upon your approval and your filing of the original of these Articles, I would request that you send me a certified copy of the same to the above Post Office address.

Thanking you in advance for your cooperation, I remain,

Very truly yours,

H. Anthony Heist

HAH:cs
Enc.

FILED
01 FEB 7 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 8 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 30, 2001

H. ANTHONY HEIST
PO BOX 2514
FT MYERS BCH, FL 33932

SUBJECT: WILLARD S. THOMAS CPA, P.A.
Ref. Number: W01000002186

We have received your document for WILLARD S. THOMAS CPA, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 001A00005482

ARTICLES OF INCORPORATION

OF

WILLARD S. THOMAS CPA, P.A. A PROFESSIONAL ASSOCIATION

FILED

01 FEB -7 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WILLARD S. THOMAS CPA, P.A. A PROFESSIONAL ASSOCIATION.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business that may be transacted by professional associations, particularly performing the services of a certified public accountant under Chapter 607 and Chapter 621 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to issue 100 shares of \$1.00 par value stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at this address is as follows:

H. ANTHONY HEIST
ATTORNEY AT LAW
1661 ESTERO BOULEVARD, SUITE 20
P.O. BOX 2514
FORT MYERS BEACH, FL 33932

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may either be increased or decreased from time to time but shall never be less than 1. The name and address of the initial director of the corporation are:

WILLARD S. THOMAS
7930 ESTERO BLVD UNIT 23
FORT MYERS BEACH, FL 33931

ARTICLE VI - INCORPORATOR

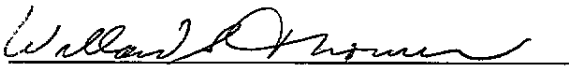
The name and address of the person signing these articles is:

WILLARD S. THOMAS
7930 ESTERO BLVD UNIT 23
FORT MYERS BEACH, FL 33931

ARTICLE VII - CORPORATION'S PRINCIPAL OFFICE

1661 ESTERO BLVD UNIT #23
FORT MYERS BEACH, FL 33931


IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 5th day of February 2001.



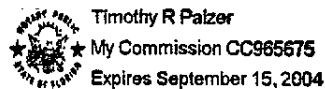
WILLARD S. THOMAS

STATE OF FLORIDA
COUNTY OF LEE

EXECUTION OF the foregoing Articles of Incorporation was acknowledged before me this 5 day of FEB, 2001 by WILLARD S. THOMAS who () did (xx) did not take an oath and who is either personally known to the undersigned officer or has produced the following form of identification
PERSONALLY KNOWN
(IDENTIFICATION)


NOTARY PUBLIC - SIGNATURE ABOVE
NOTARY NAME - _____
COMMISSION NUMBER _____
COMMISSION EXPIRATION DATE _____
(Notary Name/Commission number/Exp. Date
to be typed or printed)

(NOTARY SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment to act as registered agent of WILLARD S. THOMAS CPA, P.A. A PROFESSIONAL ASSOCIATION as made in the foregoing Articles of Incorporation.


H. ANTHONY HEIST, ATTORNEY