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Requester's Name

B. Poole
12586 Seminole Blvd.
Largo, FL 33716
727-518-6055

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-02/19/01--01092--010
*****78.75 *****78.75

Office Use Only

FILED
01 FEB 19 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Accounting Central, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Nathan Poole GAVE
AUTHORIZATION BY PHONE TO
CORRECT info. date to be 2/12/01
DATE 2-21-01 @ 2:37 pm.
SOC. EXAM J. [Signature]

Examiner's Initials

W01-3931

8-19-01

**ARTICLES OF INCORPORATION OF
ACCOUNTING CENTRAL, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I.
NAME**

The name of this corporation shall be Accounting Central, Inc.

**Article II.
PLACE OF BUSINESS**

The principal place of business of this corporation shall be 12586 Seminole Blvd., Largo, Florida 33778.

**Article III.
NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**Article IV.
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value stock, which shall be designated "Common Shares".

**Article V.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 12586 Seminole Blvd., Largo, Florida 33778, and the name of the initial registered agent of this corporation at that address is Nathan B. Poole.

**Article VI.
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of the directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation is:

Nathan B. Poole

12586 Seminole Blvd.
Largo, FL 33778

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**Article VII.
OFFICERS**

The initial officer of this corporation and his offices shall be as follows:

President	Nathan B. Poole
Vice-President	Nathan B. Poole
Secretary	Nathan B. Poole
Treasurer	Nathan B. Poole

**Article VIII.
INCORPORATOR**

The name and address of the person signing these articles is Nathan B. Poole, 12586 Seminole Blvd., Largo, Florida 33778.

**Article IX.
AMENDMENT**

This corporation reserves the right to amend or appeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

**Article X.
EFFECTIVE DATE**

This corporation shall become effective upon the date of February 12, 2001.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3/9 day of January, 2001.

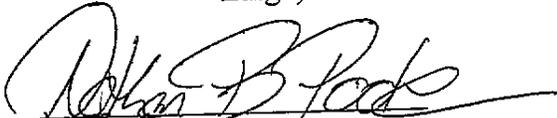


Nathan B. Poole
Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

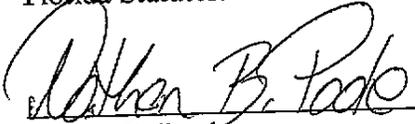
1. The name of the corporation is Accounting Central, Inc.
2. The name and address of the registered agent and office is:
Nathan B. Poole
12586 Seminole Blvd.
Largo, Fl 33778


Nathan B. Poole, Officer

Dated: 1/31/01

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.


Nathan B. Poole

Dated: 1/31/01