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DAVID E. OLSON, P.A.  
ATTORNEYS AND COUNSELORS AT LAW  
4762 U. S. HIGHWAY 19  
NEW PORT RICHEY, FLORIDA 34652

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DAVID E. OLSON

TELEPHONE/FAX:

(727)849-1222

(727)938-2854

July 18, 2001

Secretary of State  
Division of Corporations  
Tallahassee, Florida 32304

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-07/19/01--01073--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: DAVID W. PURCELL, C.P.A., P.A.**

Dear Sir or Madame:

Enclosed please find original and one (1) copy of the Articles of Incorporation of the above non-profit corporation, for incorporation under the laws of the State of Florida, as well as designation of Registered Agent. It is requested that the duplicate copy of the Articles of Incorporation be endorsed, certified and returned to our office. Corporate existence shall begin upon the signing of the articles.

Also enclosed please find our check in the amount of \$78.75, to cover the filing fee, certified copy fee, and registered agent designation.

Thank you.

Very truly yours,

DAVID E. OLSON, P.A.

*David E. Olson*

DAVID E. OLSON, ESQ. *4/4.*

DEO:lg

enc.

G. BLALOCK JUL 23 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION

The undersigned natural person, competent and licensed to practice accountancy in the State of Florida acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The name of this corporation shall be DAVID W. PURCELL, C.P.A., P.A.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of accounting and all its fields of specializations, as are engaged in by accountants.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at no par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV  
Duration

The corporation shall have perpetual existence. Corporate existence is to commence upon the signing of the Articles of Incorporation provided that the Articles are filed with the Secretary of State within five (5) days after signing.

V  
Registered Agent

The address of this corporation's initial registered office is 6119 Grand Boulevard, New Port Richey, Florida 34652, and the name of its initial registered agent at said address is DAVID W. PURCELL.

VI  
Incorporator

The name and address of the Incorporator is as follows:  
DAVID W. PURCELL, 6119 Grand Boulevard, New Port Richey, Florida 34652. The principal office is also located at 6119 Grand Boulevard, New Port Richey, Florida 34652.

VII  
Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

DAVID W. PURCELL  
6911 Grand Boulevard  
New Port Richey, Florida 34652

VIII  
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX  
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of

professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such share shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 18 day of July, 2001.

David W. Purcell  
DAVID W. PURCELL  
Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgements, DAVID W. PURCELL to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he has subscribed to those Articles of Incorporation. DAVID W. PURCELL ( X ) is known to me personally or ( ) has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State named above this 18 day of July, 2001.

My Commission Expires:

Rashelle White  
Notary Public, State of Florida



Rashelle White  
My Commission CC858806  
Expires July 27, 2003

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

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

First that DAVID W. PURCELL, C.P.A., P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of New Port Richey, Florida has named:

DAVID W. PURCELL  
6119 Grand Boulevard  
New Port Richey, Florida 34652

as agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

David W Purcell  
DAVID W. PURCELL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA