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ACCOUNT NO. : 072100000032

REFERENCE: 397681

4347A

AUTHORIZATION :

ORDER DATE: December 17, 2001

ORDER TIME: 2:23 PM

ORDER NO. : 397681-005

CUSTOMER NO: 4347A

CUSTOMER: Ms. Chrissie Wiggins

Burton & Burton, Pa

P.o. Drawer 1729

Wauchula, FL 33873

DOMESTIC FILING

NAME:

MANLEY & ASSOCIATES, CPA'S,

P.A.

EFFECTIVE DATE:

400004729494--3

XX ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MANLEY & ASSOCIATES, CPA'S, P. A.

The undersigned, who is licensed or otherwise legally authorized to practice the profession of public accounting in the State of Florida, for the purpose of forming a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation is MANLEY & ASSOCIATES, CPA'S, P.A.

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE PURPOSE

The corporation is organized for the sole and specific purpose of practicing the profession of public accounting and performing and providing the services of certified public accountants.

ARTICLE FOUR CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: owning, leasing or otherwise holding interest in real and personal property; borrowing money from any individual, bank, savings and loan association, land bank association or production or farm credit association; encumbering any real or personal property owned by the corporation.

ARTICLE FIVE CAPITAL STOCK

The aggregate number of shares that the corporation has the authority to issue is One Hundred (100) shares, all of which shall be common shares with par value of \$1.00.

ARTICLE SIX PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe or to acquire any unissued or treasury shares.

ARTICLE SEVEN REGISTERED OFFICE

The street address of the initial registered office of the corporation is 203 South Seventh Avenue, Wauchula, Florida, and the name of the initial registered agent at that address is Michael D. Manley.

ARTICLE EIGHT PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 203 South Seventh Avenue, Wauchula, Florida 33873.

ARTICLE NINE OFFICERS AND DIRECTORS

- (A) The initial Board of Directors of the corporation shall consist of one (1) member.
- (B) The names and addresses of the first officers and Board of Directors are:

<u>NAME</u>	ADDRESS	<u>OFFICE</u>
Michael D. Manley	203 South Seventh Avenue Wauchula, Florida 33873	Director/President Secretary/Treasurer
	ARTICLE TEN INCORPORATORS	

The name and address of the initial incorporator is:

NAME

ADDRESS

Michael D. Manley

203 South Seventh Avenue Wauchula, Florida 33873

ARTICLE ELEVEN AMENDMENTS

These Articles of Incorporation may be amended as set forth in Chapter 607 Florida Statutes, and any amendments thereto.

IN WITNESS WHEREOF, I have subscribed my name this Hard day of December, 2001.

Michael D. Manley, Incorporator

STATE OF FLORIDA: COUNTY OF HARDEE:

The foregoing instrument was acknowledged before me this the // day of December,
2001, by Michael D. Manley, () who is personally known to me or () who provided
as identification and who did take an oath

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Wauchula, Florida.

Dawn Renee Wyatt
MY COMMISSION # CC782172 EXPIRES
October 8, 2002
BONDED THRUTROY FAIN INSURANCE, INC.

NOTARY PUBLIC

State of Florida at Large My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for MANLEY & ASSOCIATES, CPA'S, P. A., I hereby accept the appointment as its registered agent and agree to act in this capacity. Furthermore, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

12-14-01

Date

Michael D. Manley, Registered Agent

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SECKE JARY OF STATE