

PO2000011624

LAW OFFICE OF
KELLY B. HARDWICK, III

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January 23, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
02 JAN 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-01/30/02--01023--001
***122.50 ***78.75

Re: VIRGINIA C. HARRIS, P.A.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for VIRGINIA C. HARRIS, P.A. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

Kelly B. Hardwick III
Kelly B. Hardwick, III

:pe

Enclosures as noted

**ARTICLES OF INCORPORATION
OF
VIRGINIA C. HARRIS, P.A.**

FILED
02 JAN 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator, desiring to form a corporation for profit pursuant to the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be:

VIRGINIA C. HARRIS, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is:

**720 SOUTH MISSOURI AVENUE
LAKELAND, FLORIDA 33815**

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

The corporation is organized pursuant to Chapter 621 of the Florida Statutes, as a "professional corporation" for the rendition of accounting services. The nature of the business of the corporation shall be to render professional, accounting services to the public, and in connection therewith, to perform all acts and provide all services which are normally and customarily performed and provided by accountants admitted to practice accounting in the state of Florida. It is also intended that the corporation may own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, may invest in, trade in, deal in and with, products, goods, wares, and merchandise, real and personal property, and services of every kind, class, and description, and, in general, may conduct and transact any and all business activities to the extent not prohibited to a professional legal services corporation by the Florida Professional Service Corporation Act and other laws, rules, and regulations applicable to the corporation and the professional business.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share. No one other than an individual who is duly licensed or legally authorized to render professional accounting services in the state of Florida may be a Shareholder of this Corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 720 South Missouri Avenue, Lakeland, Florida 33815. The name of the initial registered agent of the corporation at such address is VIRGINIA C. HARRIS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increase or decrease from time to time provided by the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is:

VIRGINIA C. HARRIS

720 SOUTH MISSOURI AVENUE
LAKELAND, FLORIDA 33815.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

NAME

ADDRESS

VIRGINIA C. HARRIS

720 SOUTH MISSOURI AVENUE
LAKELAND, FLORIDA 33815.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

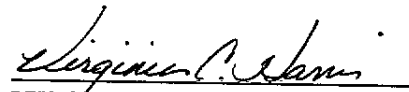
ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

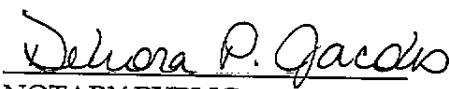
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of January, 2002.


VIRGINIA C. HARRIS
Incorporator

STATE OF FLORIDA)
)S.S.:
COUNTY OF POLK)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 7th day of January, 2002 by VIRGINIA C. HARRIS, who is personally known to me and who did take an oath.

 Debora P. Jacobs
My Commission DD007993
Expires March 11 2005


NOTARY PUBLIC
Commission/Expiration:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, VIRGINIA C. HARRIS, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with and accepts the obligations imposed pursuant to the Florida Business Corporation Act.


VIRGINIA C. HARRIS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA