

Florida Department of State

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To:

Division of Corporations

Fax Number

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From:

Account Name : RUTHERFORD, MULHALL & WARGO, P.A.

Account Number: 075753002301 Phone: (561)241-1600 Fax Number: (561)241-3815

FLORIDA PROFIT CORPORATION OR P.A.

J&M Tax and Accounting Services, Inc.

| Certificate of Status | 0 |
|-----------------------|---------|
| Certified Copy | 1 |
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Fax Audit No. #02000167578 2

ARTICLES OF INCORPORATION OF

2002 JUL 17 PM 3: 32

J & M TAX AND ACCOUNTING SERVICES, INC.

SECRETARY OF STATE TALLAHASSEE FLORIDA

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

ARTICLE | NAME

The name of this corporation is J & M TAX AND ACCOUNTING SERVICES, INC.

ARTICLE II PURPOSE

This corporation is organized for the purpose of conducting and full service accounting practice, preparing tax returns, reviewing books and records of individuals and businesses; as well as all other related activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is:

GARY D. RUBIN, 17205 COURTLAND LANE, BOCA RATON, FL 33496

Fax Audit No. H02000167578 2

Fax Audit No. H02000167578 2

MICHAEL A. GOLDBERG, 3133 CLINT MOORE RD, APT 108, BOCA RATON, FL 33496

ARTICLE VI BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Gary Rubin, 2080 N.W. Boca Raton Blvd., #6, Boca Raton, Florida 33431.

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE IX CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

2080 NW BOCA RATON BLVD SUITE 6, BOCA RATON, FL 33431

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

Fax Audit No. H02000167578 2

Gary D. Rubin, 17205 Courtland Lane, Boca Raton, FL 33496 Michael A. Goldberg, 3133 Clint Moore Rd, Apt 108, Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of July , 2002

STATE OF FLORIDA) COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County aforesaid, personally appeared Gary Rubin, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes there expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 16 of _______, 2002

Mariann Mullin Commission * CG \$11250 Expires Feb. 21, 2003 Hondad Thru Atlantic Bending Ca., Iac. Notary Public, State of Florida at Large
My Commission Expires:

Fax Audit No. H02000167578 2

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

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

| 1. The name of the Corporation is: J & M TAX AND ACCOUNTING SERVICES, INC. 2. The name and address of the registered agent and effice is: GARY RUBIN, 2080 NW Boca Raton Blvd., #6, Boca Raton, FL 33431. SIGNATURE (Corporate Officer) |
|---|
| TITLE: |
| DATE: |
| HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEARBY 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 STATUES SIGNATURE: (Registered Agent) |
| DATE: |
| |

2002 JUL 17 PM 3: 32
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