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DIVISION OF CORPORATION

12-6-02



ACCOUNT NO. : 072100000032

REFERENCE : 845648 5047089

AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : December 6, 2002

ORDER TIME : 11:42 AM

ORDER NO. : 845648-005

CUSTOMER NO: 5047089

CUSTOMER: Beverly H. Birtley
Mps Group, Inc.

Floor 8th
One Independent Drive
Jacksonville, FL 32202

DOMESTIC FILING

NAME: ACCOUNTING PRINCIPALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

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

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Accounting Principals, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is One Independent Drive, Jacksonville, Florida 32202.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the laws of the United States and of the State of Florida.

ARTICLE IV - SHARES

The Corporation is authorized to issue 100 shares of Common Stock, all of which shall be of the par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is Corporation Service Company.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial number of Directors constituting the initial Board of Directors of this Corporation shall be three and the name and address of each person who is to serve as a member thereof is:

Timothy D. Payne	One Independent Drive Jacksonville, Florida 32202
Gregory D. Holland	One Independent Drive Jacksonville, Florida 32202
Tyra Tutor	One Independent Drive Jacksonville, Florida 32202

ARTICLE VII – INCORPORATOR

The name and address of the incorporator is Gregory D. Holland, One Independent Drive, Jacksonville, Florida 32202.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of December, 2002.



Gregory D. Holland
Incorporator

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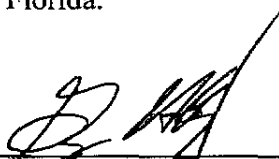
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Accounting Principals, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Corporation Service Company, located at 1201 Hays Street, City of Tallahassee, State of Florida, as its agent to accept service of process within Florida.



Gregory D. Holland
Incorporator

12/5/2002

Date

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, Corporation Service Company hereby agrees to act in this capacity, and Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Print Name:

Title:

Deborah D. Skipper
Asst. V. Pres.

Date: 12/6/02