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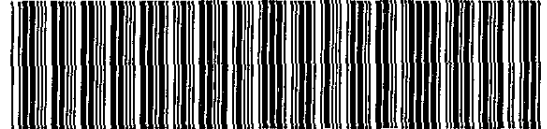
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**KELLY & McKEE, P.A.**  
*Attorneys at Law*  
1718 E. 7th Ave. - Suite 301 (33605)  
P.O. Box 75638  
Tampa, Florida 33675-0638

MARK F. KELLY  
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(813) 248-4020

January 30, 2003

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

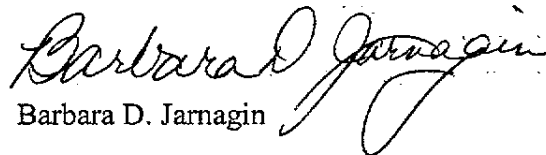
RE: Elizabeth M. McKee, C.P.A., P.A.

To Whom It May Concern:

Enclosed you will find the original and one copy of the Articles of Incorporation for Elizabeth M. McKee, C.P.A., P.A., the Consent of Registered Agent, and the filing fee of \$78.75.

Thank your for your assistance.

Sincerely,

  
Barbara D. Jarnagin

/bdj

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**ELIZABETH M. McKEE, C.P.A., P.A.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I**

The name of this corporation shall be ELIZABETH M. McKEE, C.P.A., P.A., and its principal office shall be 1718 E. 7<sup>th</sup> Ave., Suite 301, Tampa, FL 33605.

**ARTICLE II**

This corporation shall have perpetual existence, which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE III**

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares of common stock of a par value of \$1.00 per share.

#### **ARTICLE V**

The initial registered agent for this corporation is Elizabeth McKee, C.P.A., and the initial registered office is located at 1718 E. 7th Avenue, Suite 301, Tampa, Florida 33605.

#### **ARTICLE VI**

The amount of capital with which this corporation shall begin business shall be not less than \$1,000.00.

#### **ARTICLE VII**

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1).

#### **ARTICLE VIII**

The names and street addresses of each member of the initial Board of Directors is:

Elizabeth M. McKee  
1718 E. 7<sup>th</sup> Ave., Suite 301  
Tampa, FL 33605

#### **ARTICLE IX**

The name and street addresses of each of the initial officers of the corporation are as follows:

Elizabeth M. McKee, President  
1718 E. 7<sup>th</sup> Ave., Suite 301  
Tampa, FL 33605

**ARTICLE X**

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

**ARTICLE XI**

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount that is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:


(i) make and amend By-Laws of the corporation;

(ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true and each does agree to take the shares of stock hereinabove authorized in the following amounts:


Elizabeth M. McKee                      500

The undersigned original subscriber has executed these Articles of Incorporation for the purposes herein expressed.

  
Elizabeth McKee  
1718 E. 7<sup>th</sup> Ave., Suite 301  
Tampa, FL 33605

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH    )

SWORN TO AND SUBSCRIBED before me by  
Elizabeth M. McKee, to me personally known,  
on this 29th day of September, 2001.

  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



Barbara D. Jarnagin  
Commission # CC 973116  
Expires Nov. 23, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for Elizabeth M. McKee, C.P.A., P.A., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

*Elizabeth McKee, CPA*

Elizabeth McKee, CPA  
1718 E. 7th Ave., Suite 301  
Tampa, FL 33605  
(813) 247-7177

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH    )

SWORN TO AND SUBSCRIBED before me by  
Elizabeth McKee, to me personally known, on this  
29th day of January, 2003.

*Barbara D. Jarnagin*  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



Barbara D. Jarnagin  
Commission # CC 973116  
Expires Nov. 23, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.