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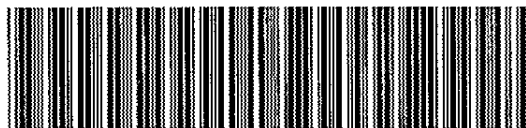
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TALLAHASSEE, FLORIDA

5/14/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

Rick W. Sadarf CPA PA

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

EFFECTIVE DATE

5/12/03

FILED

2003 MAY 14 PM 1:26

CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
RICK W. SADORF, CPA, P.A.

The undersigned, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit pursuant to and by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE 1.

NAME and INITIAL PRINCIPAL OFFICE

The name of this corporation is RICK W. SADORF, CPA, P.A. The location of the initial principal office of the corporation is 2815 Anderson Dr. N., Clearwater, Florida 33761

ARTICLE 2.

DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence commencing as of the date of the execution of these Articles of Incorporation.

ARTICLE 3.

PURPOSE

This corporation is organized for the following purposes:

3.1 To engage in every aspect of providing services as a Certified Public Accountant.

3.2 To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

3.3 To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

3.4 To own real and personal property necessary for the rendering of professional services hereby authorized.

3.5 To engage in no other business other than rendering of the professional services herein specified.

ARTICLE 4.

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE 5.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the address of the initial registered office of this corporation are as follows:

Rick W. Sadorf, Esq.
696 First Ave. N., Suite 201
St. Petersburg, FL 33701

ARTICLE 6.

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Rick W. Sadorf
2815 Anderson Dr. N.
Clearwater, Florida 33761

ARTICLE 7.

INCORPORATOR

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

Rick W. Sadorf, Esq.
696 First Ave. N., Suite 201
St. Petersburg, FL 33701

ARTICLE 8.

AMENDMENT

8.1 This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

8.2 In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE 9.

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article III to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article 8(8.2), dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE 10.

**RIGHTS OF SHAREHOLDER WHOSE INTEREST
TERMINATES UNDER ARTICLE 8.**

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article VIII(b), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE 11.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 12th day of may, 2003.

By: 
Rick W. Sadorf, Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was sworn to and acknowledged before me this _____ day of _____, 2003, by Rick W. Sadorf, Esq. who is personally known to me.

NOTARY PUBLIC
STATE OF FLORIDA

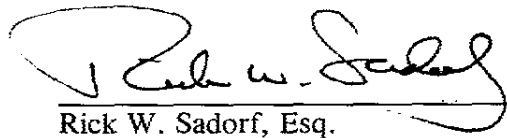
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices for service of process.

5/12/2003

Date


Rick W. Sadorf, Esq.

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA