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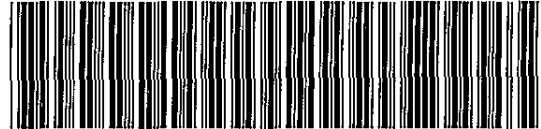
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

VIA

CAPITAL CONNECTION, INC.

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

Manning, Emery & Costello, PA

Signature

Requested by:

SP 12/8/05 11:04
Name Date Time

Walk-In Will Pick Up

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
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- ☐ 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

ARTICLES OF INCORPORATION
OF
MANNING, EMERY & COSTELLO, P.A.

FILED
05 DEC -8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned is duly licensed to engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant, duly licensed under the laws of the State of Florida is authorized to render in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

I. NAME

The name of the Corporation is MANNING, EMERY & COSTELLO, P.A.

II. REGISTERED OFFICE

The principal location and business address of the Corporation's initial registered office in this State is 918 West Dixie Avenue, Lake County, Leesburg, Florida. The initial registered agent at the registered office is MARK W. EMERY.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of a certified public accountant within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to

perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

IV. DURATION

The term of existence of the corporation is perpetual.

V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice certified public accounting within the State of Florida. Professional services shall be

rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any certified public accountant wherein the right to select the person by which the services shall be rendered is delegated to the certified public accountant. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of certified public accounting practice.

VI. INCORPORATORS

The names and post office addresses of the incorporators are:

MARK W. EMERY
918 West Dixie Avenue
Leesburg, Florida 34748

SUSAN G. COSTELLO
918 West Dixie Avenue
Leesburg, Florida 34748

VII. DIRECTORS

The Board of Directors shall consist of two (2) members. The names and addresses of the first Board of Directors are:

MARK W. EMERY
918 West Dixie Avenue
Leesburg, Florida 34748

SUSAN G. COSTELLO
918 West Dixie Avenue
Leesburg, Florida 34748

VIII. SHARE STRUCTURE

Number and Type

8.1. The maximum number of shares that the Corporation is authorized to have outstanding is 7,500 shares.

8.2. No share of stock of this Corporation shall be issued or transferred to any person who is not a certified public accountant, duly licensed to practice certified public

accounting in the State of Florida.

Restrictions on Issuance and Transfer

8.3. Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

8.4. The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholders' Actions

8.5. To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is

\$ 100.00.

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer of any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in

determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

Right to Indemnification

12.1. The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any manner subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

12.2. Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within 15 days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within 15 days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on the 30th day of December, 2005.

Mark W. Emery
MARK W. EMERY


Susan G. Costello
SUSAN G. COSTELLO

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MARK W. EMERY, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of November, 2005.


Notary Public
J. Robert Duggan
Printed Name

My Commission Expires:

(SEAL)

STATE OF FLORIDA

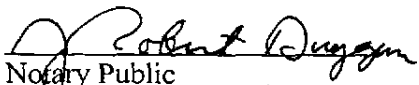


J. Robert Duggan
MY COMMISSION # DD210794 EXPIRES
June 12, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SUSAN G. COSTELLO, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of November, 2005.


Notary Public
J. Robert Duggan
Printed Name

My Commission Expires:

(SEAL)



J. Robert Duggan
MY COMMISSION # DD210794 EXPIRES
June 12, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
05 DEC 78 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That MANNING, EMERY & COSTELLO, P.A. desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the articles of
incorporation at City of Leesburg, County of Lake, State of Florida, has named MARK
W. EMERY located at 918 West Dixie Avenue, Leesburg, Florida 34748 (Street address
and number of building, Post Office Box address not acceptable), City of Leesburg,
County of Lake, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept the responsibility to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open said
office.

By: Mark W. Emery
MARK W. EMERY
(Registered Agent)