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BECKMEYER & MULICK

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KARL BECKMEYER \*  
NICHOLAS W. MULICK \*\*

DEBORAH STEINBERG, C.F.A.  
LEGAL ASSISTANT

ADDITIONAL JURISDICTIONS:

\* Illinois  
\*\* New Jersey

19500011813

February 1, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: William N. Fox, C.P.A., P.A.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

Thank you.

Very truly yours,

BECKMEYER & MULICK

By: 

KB/tm

Enclosure

cc: William N. Fox, CPA

RECEIVED  
FEB 3 1995  
FEB 3 1995  
FEB 3 1995

ARTICLES OF INCORPORATION  
OF  
WILLIAM N. FOX, C.P.A., P.A.

FILED  
95 FEB -9 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be

William N. Fox, C.P.A., P.A.

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

79851 Overseas Highway  
P. O. Box 2030  
Islamorada, Florida 33036

ARTICLE III PURPOSE

The purpose of this corporation is to engage in the practice of accounting. This shall not act to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of such professional services.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding

at any one time is:

100 Shares at \$1.00 par value

**ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

William N. Fox  
79851 Overseas Highway  
Islamorada, Florida 33036

**ARTICLE VI INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of Incorporation is:

William N. Fox  
79851 Overseas Highway  
Islamorada, Florida 33036

**ARTICLE VII PREEMPTORY RIGHTS**

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

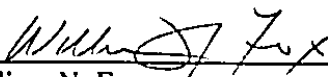
3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 1995.

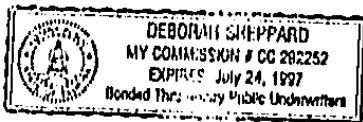
  
\_\_\_\_\_  
William N. Fox

State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 3rd day of February, 1995 by William N. Fox. He is personally known to me or has produced \_\_\_\_\_ personally known as identification and did/did not take an oath.

My Commission Expires:



Deborah Sheppard  
Notary Public (Seal)

Deborah Sheppard  
(Print Name of Notary)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is William N. Fox, C.P.A., P.A. .
2. The name and address of the registered agent and office is:

William N. Fox  
79851 Overseas Highway  
Islamorada, Florida 33036

FILED  
95 FEB -9 PM 8 49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

William N. Fox  
William N. Fox, Registered Agent

February 3, 1995  
Date d