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Frank A. Falconetti

Certified Public Accountant

246 North Westmonte Drive, Suite 112  
Altamonte Springs, Florida 32714

Tel (407) 788-3361  
Fax (407) 774-0722

MEMBER:  
American Institute of CPAs  
Florida Institute of CPAs

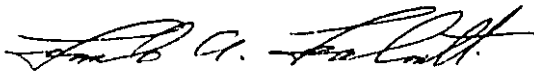
February 15, 1995

Secretary of State  
Division of Corporations  
P.O. Box 66327  
Tallahassee, FL 32304

Gentlemen:

Enclosed you will find Articles of Incorporation and Certificate Designating Place of Business or Domicile for a new corporation Frank A. Falconetti, CPA PA. I have enclosed a check in the amount of \$122.50 to cover the fee.

Very truly yours,



Frank A. Falconetti, C.P.A.

enc.

FAF/jmf

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ARTICLES OF INCORPORATION

OF

FRANK A. FALCONETTI, CPA, P.A.

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is FRANK A. FALCONETTI, CPA, P.A. and its principal office & mailing address is 246 N. Westmonte Drive, Suite 112, Altamonte Springs, FL 32714.

ARTICLE II. DURATION

The corporation shall have a perpetual existence.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of operating a professional corporation engaged in accounting and any and all other lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 246 N. Westmonte Drive, Suite 112, Altamonte Springs, FL 32714, and the name of the registered agent of the corporation is Frank Falconetti, CPA, PA.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially who shall manage the corporation until such time as the shares of stock in the corporation are duly issued. The name and address of the initial director of the corporation is:

Frank A. Falconetti - Director  
327 Ashford Court  
Lake Mary, FL 32746

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ARTICLE VII. INCORPORATORS

The name and address of each incorporator signing these Articles is Frank A. Falconetti, 246 N. Westmonte Drive, Suite 112, Itamonte Springs, FL 32714.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_\_\_\_ day of January, 1995.

FRANK A. FALCONETTI, CPA, PA

By: [Signature]  
Frank A. Falconetti

STATE OF FLORIDA

COUNTY OF SEMINOLE

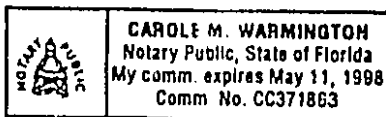
BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Frank A. Falconetti, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this \_\_\_\_ day of January, 1995.

[Signature]  
Notary Public

My Commission Expires:

(SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that FRANK A. FALCONETTI, CPA, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Altamonte Springs, Seminole County, Florida has named Frank A. Falconetti, 246 N. Westmonte Drive, Suite 112, Altamonte Springs, Florida 32714, as its agent to accept service of process within this state.

\_\_\_\_\_  
Frank A. Falconetti

**ACKNOWLEDGEMENT**

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

\_\_\_\_\_  
Frank A. Falconetti

FILED  
CLERK OF COURT  
JAN 11 1983  
ALTA MONTE SPRINGS  
FLORIDA