

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: American BookkeepingJan 95 FEB 22

DIVISION

C.C. FEE.

DISBURSED

Capital \_\_\_\_\_  
Art. of Amend. \_\_\_\_\_  
Disolution/Withdrawal \_\_\_\_\_  
C U S \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Name Reservation \_\_\_\_\_  
Annual Report/Firm Statement \_\_\_\_\_  
Reg. Agent Service \_\_\_\_\_  
Document Filing \_\_\_\_\_  
Corporate Kit \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
Document Retrieval \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
File No.'s, \_\_\_\_\_ Copies \_\_\_\_\_  
Courier Service \_\_\_\_\_  
Shipping/Handling \_\_\_\_\_  
Phone ( ) \_\_\_\_\_  
Top Priority \_\_\_\_\_  
Express Mail Prep. \_\_\_\_\_  
FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

4000001-12424

-02/22/95--01018--003

\*\*\*122.50 \*\*\*122.50

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 22 AM 9:11

FILED

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<u>APL</u>		

WALK-IN 2:22 11-22  
Will Pick UpPlease remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.THANK YOU  
from  
Your Capital Connection

FILED  
95 FEB 22 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN BOOKKEEPING, INC.

I, Richard T. Jenkins, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be American Bookkeeping, Inc.

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and to do business as a bookkeeping service corporation and to serve the general public as the same.

(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

#### ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

#### ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rate share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### ARTICLE VI

The street address of the initial principal office of this corporation is 525 W. Michigan Avenue, Pensacola, Florida 32505. The name of the initial registered agent of the corporation is Richard T. Jenkins, whose address is 525 W. Michigan Avenue, Pensacola, Florida 32505.

#### ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be more than nine. The name and address of the initial director of this corporation are as follows:

Richard T. Jenkins

525 W. Michigan Avenue  
Pensacola, Florida 32505

The name and address of the incorporator is:

Richard T. Jenkins  
525 W. Michigan Avenue  
Pensacola, Florida 32505

#### ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

#### ARTICLE IX

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

#### ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the

number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XI

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.

#### ARTICLE XII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

#### ARTICLE XIII

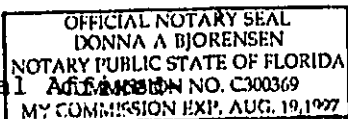
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

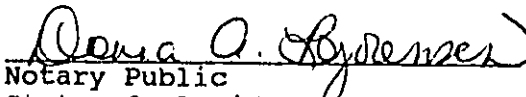
IN WITNESS WHEREOF, the undersigned, as incorporator,  
has executed the foregoing Articles of Incorporation on 16<sup>TH</sup>  
FEBRUARY, 1995.

  
RICHARD T. JENKINS

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me  
this 16th day of February, 1995, by Richard T. Jenkins,  
who is personally known to me and who did (did not) take an oath.

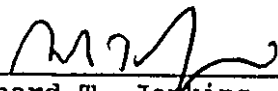
-Notary Seal 

  
Notary Public  
State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034, Florida Statutes,  
the following is submitted: That American Bookkeeping, Inc.  
desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at 525 W. Michigan  
Avenue, Pensacola, Florida 32505, has named Richard T. Jenkins,  
of Escambia County, Florida, whose business address is 525 W.

Michigan Avenue, Pensacola, FL 32505, as its agent to accept service of process within Florida.

By:   
Richard T. Jenkins,  
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
RICHARD T. JENKINS

FILED  
95 FEB 22 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA