

P95000015941

February 14, 1995

The Secretary of State
Division of Corporate Certification
P.O. Box 6327
Tallahassee, FL 32314

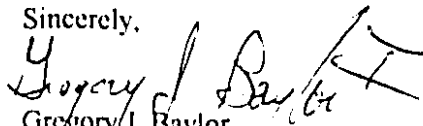
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****122.50 ****122.50

To whom this will concern:

Enclosed are both the original and copies of the articles of incorporation for Audit Integrations, Inc. as well as a check for \$122.50 - the amount of the filing fee. If there are any questions regarding this matter, please contact Greg Baylor at (305) 422-8989.

Thank you in advance for your cooperation.

Sincerely,


Gregory J. Baylor
Incorporator

FILED

1995 FEB 29 11:38

G. Baylor
c/o Congressional Way
Orlando Beach, FL 32833

B5B
604, 529, 605
first name
605-4225-3692
P95-15941



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1995

GREGORY J. BAYLOR
807 CONGRESSIONAL WAY
DEERFIELD BEACH, FL 33073

SUBJECT: AUDIT INTEGRATIONS, INC.
Ref. Number: W95000003692

We have received your document for AUDIT INTEGRATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

List the name and address of the registered agent (address must be the same as that of the registered office).

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 295A00007259

ARTICLES OF INCORPORATION

AUDIT INTEGRATIONS, INC

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The undersigned, being a natural person, does hereby act as incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the State of Florida Stock Corporation Act

FIRST: The name of the corporation (hereinafter called the corporation) is Audit Integrations, Inc.

SECOND: The duration of the corporation shall be perpetual

THIRD: The purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the State of Florida Stock Corporation Act, are as follows:

To audit the Accounts Payables of companies, to recover monies due from vendors and to internalize this process within the said companies.

To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the State of Florida Stock Corporation Act.

FOURTH: The total number of shares of capital stock which the corporation has authority to issue is 3000 of common stock with a \$.01 par value. The holders of the common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors.

FIFTH: No holder of any of the shares of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH 1 The corporation shall, to the fullest extent permitted by the provisions of the State of Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify and all persons whom it shall have power to indemnify under said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person

2 The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders

SEVENTH: The post office address of the initial registered office of the corporation in the State of Florida is: 807 Congressional Way The principal address and the registered address are the same. The name of the county or city in the State of Florida in which the said registered office of the corporation is located is the county of Broward in the city of Deerfield Beach

The name of the registered office of the corporation as set forth above The principal address of the registered address is the same as set forth above

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three (3)

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows

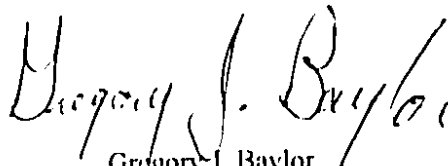
Name	Address
Daniel D. Shoemaker	807 Congressional Way Deerfield Beach, FL 33073
Gregory J. Baylor	807 Congressional Way Deerfield Beach, FL 33073
David Owen	4524 7th St. Apt. 2204 East Moline, IL 61244

In addition, the registered agent of said corporation is Gregory J. Baylor - the address of whom is 807 Congressional Way Deerfield Beach, Florida 33073.

NINTH The provisions for the regulation of the internal affairs of the corporation shall by as set forth in the bylaws of the corporation

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation

Signed on this 25th day of February, nineteen hundred ninety five in the year of our lord.


Gregory J. Baylor
Incorporator
Registered Agent

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