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HENRY B MUNNILAL
9380 Laurel Green Drive
Boynton Beach, FL 33437

APR 1 1995
CH. 10-7 PM 1:35
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March 30, 1995

FLORIDA DEPARTMENT OF STATE
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****150.00 ****150.00

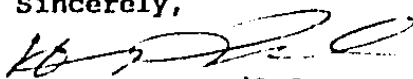
Dear Sir/Madam:


Enclosed please find Articles of Incorporation for the entity McClain, Dylan & Munnilal, P.A. and the appropriate filing fee.

Please mail the Certificate of Incorporation to the above address.

Thank you.

Sincerely,


Henry B. Munnilal

4/12/95


ARTICLES OF INCORPORATION
OF
McCLAIN, DYLAN & MUNNIAL, P.A.

A corporation is hereby formed and incorporated by the undersigned subscribers for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liability, rights and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:

McCLAIN, DYLAN & MUNNIAL, P.A.

hereafter referred to as the " Corporation"

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the purpose to be transacted, promoted or carried are to do any and all of the things hereafter as fully and to the extent as natural persons might of or could do, viz:

a.] To generally engaged in providing accounting and tax services to the public.

b.] To transact any and all lawful business for which the corporation may be incorporated under Chapter 607. Florida Statutes.

c.] To exercise all rights, powers and privileges as provided in Section 607.011 Florida Statutes, as the same may be amended from time to time, together with any other rights powers and privileges of a corporation organized and existing under the laws of the State of Florida.

d.] To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of the objects, for the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental thereto and to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other business necessary or objects in nature to the purpose of objects set forth in this Articles of Incorporation or any amendment thereof.

**ARTICLES III
CAPITAL STOCK**

The amount of the total authorized capital stock of the Corporation shall be Three hundred [300] shares of Common Stock, with the nominal or par value of One Dollar [\$ 1.00] per share.

The whole or part of any of the capital stock of the said Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.

Each shareholder of the Corporation shall be entitled to the full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into carrying a right to subscribe to or acquire such share, which may be issued any time by the Corporation.

**ARTICLE IV
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE V
PRINCIPAL OFFICE**

The principal place of business of the said Corporation is to be located at 9380 Laurel Green Drive, Boynton Beach, FL 33437, with the privileges, however of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

**ARTICLE VI
THE INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors, which shall be the number of the initial Board of one Director. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and street address of the first Director of the Corporation, subject to the provisions of this Articles of Incorporation, the By-Laws and the general corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence is as follows:

HENRY B. MUNNIAL
9380 Laurel Green Drive
Boynton Beach, FL 33437

**ARTICLES VII
OFFICERS**

The number of officers shall be three, however, the number of officers may either be increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the officers are as follows:

HENRY B. MUNNIAL
9380 Laurel Green Drive
Boynton Beach, FL 33437

ESTHER M. MUNNIAL
9380 Laurel Green Drive
Boynton Beach, FL 33437

NORMAN D. MUNNIAL
9380 Laurel Green Drive
Boynton Beach, FL 33437

**ARTICLES VIII
INCORPORATOR**

The name and address of the person signing these Articles is: Henry B Munnial, 9380 Laurel Green Drive, Boynton Beach, FL 33437.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 9380 Laurel Green Drive, Boynton Beach, FL 33437. The name of the registered resident agent for the services of process is HENRY B. MUNNIAL, and which appointment is accepted by the signature below.

**ARTICLE X
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this Corporation.

**ARTICLE XI
AMENDMENT**

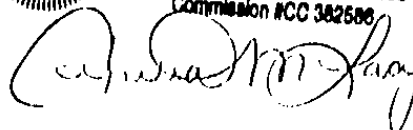
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

INWITNESS WHEREOF, the undersigned has made and subscribed this
Articles of Incorporation at Boynton Beach, Florida for the purpose
aforesaid, on this 30 day of March, 1995


Henry B. Munnial



"OFFICIAL SEAL"
CYNTHIA MAHOVICH LACY
My Commission Expires 06/13/98
Commission #CC 382586

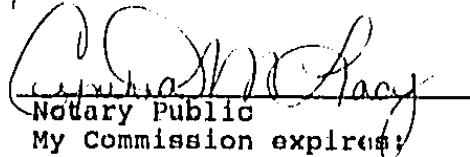


STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, personally appeared HENRY B. MUNNIAL, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS, my hand and official seal at Boynton Beach, Palm Beach County, Florida, this 30 day of March, 1995


Notary Public
My Commission expires:



"OFFICIAL SEAL"
CYNTHIA MAHOVICH LACY
My Commission Expires 08/13/98
Commission #CC 382500

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FALLS CHURCH VA

CONSENT OF REGISTERED AGENT

Having been named as the Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Henry B. Munnial

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, personally appeared

HENRY B. MUNNIAL to me well known and known to me to be the person described in and who executed the foregoing Consent Of Registered Agent, and who acknowledged before me, according to the law, that he has made and subscribed the same for uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Boynton Beach, Palm Beach County, Florida, this 30 day of March, 1995



"OFFICIAL SEAL"
CYNTHIA MAHOVICH LACY
My Commission Expires 06/13/98
Commission #CC 382585

