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TRANSMITTAL LETTER 95 APR 20 PM 3 34

SECRET TELETYPE

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300001461623  
-04/20/95--01034--025  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: BEN FINLEY, P.A.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

FROM:

*Will wait*

BENJAMIN FINLEY  
Name (printed or typed)  
692 Sabal Palm Circle, Suite B  
Address  
Altamonte Springs, FL 32701  
City, State, & Zip  
(407) 260-5646  
Telephone Number

NANCY HENDRICKS APR 20 1995

95 APR 21 PM 3:10  
RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 APR 20 PM 3:32  
FILED

Note: Please provide the original and one copy of the Articles.

ARTICLES OF INCORPORATION  
OF  
BEN FINLEY, P.A.  
A PROFESSIONAL CORPORATION

FILED  
95 APR 20 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and a licensed Certified Public Accountant, duly licensed to render services as an accountant under the laws of the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation under the provisions of Chapter 607, Florida General Corporation Act, and Chapter 621, the Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be: Ben Finley, P.A.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The general purpose of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the practice of accountancy, rendering the same professional services to the public that accountants duly licensed under the laws of the State of Florida are authorized to render.

B. To maintain, examine, inspect and audit the books and accounts of others; to devise and install financial, accounting, checking, correspondence, filing, and other office and business system; to take inventories; to make appraisals; to prepare financial statements; to compile statistics as an aid to the officers of corporations and other persons in making of reports and statements required by tax laws; to express an opinion in regards to the accuracy of financial statements; to perform all such acts or supply all such services as are commonly performed or supplied by bookkeepers, accountants and management consultants; and to do all things incidental and necessary to the accomplishment of the foregoing purposes.

C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

D. To do all <sup>and</sup> ~~and~~ <sup>BT</sup> everything necessary and proper for the accomplishment of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof, necessary and incidental to the protection and benefit of the

corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

#### ARTICLE V: STOCK

The total number of shares of stock authorized to be issued by the Corporation will be one hundred (100) shares<sup>s</sup> at \$1.00 par value. *BT*

#### ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal of the Corporation will be 692 Sabal Palm Circle, Suite B, Altamonte Springs, Florida 32701. The Board of Directors may, from time to time, move the principal office to any other address.

The initial registered agent of the Corporation will be Benjamin Finley, 692 Sabal Palm Circle, Suite B, Altamonte Springs, Florida 32701.

**ARTICLE VII: DIRECTORS**

The Corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be either increased or diminished from time to time by resolution of the majority of the Stockholders but shall never be less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

BENJAMIN FINLEY                      692 Sabal Palm Circle, Suite B  
Altamonte Springs, Florida 32701

**ARTICLE VIII: INCORPORATOR**

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

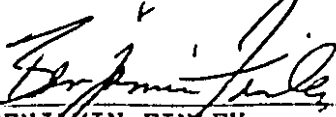
BENJAMIN FINLEY                      692 Sabal Palm Circle, Suite B  
Altamonte Springs, Florida 32701

**ARTICLE IX: AMENDMENTS**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19<sup>th</sup> day of ~~March~~, 1995.

APRIL

  
BENJAMIN FINLEY  
Incorporator *cont # 24843*

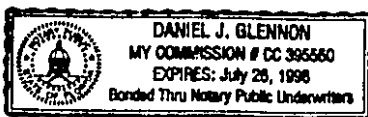
STATE OF FLORIDA  
COUNTY OF ORANGE

THE FOREGOING instrument was sworn to, subscribed and acknowledged before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, by BENJAMIN FINLEY, who is personally known to me or has produced the following identification FL DL F540-066-53-326-L and who executed the Articles of Incorporation.

NOTARY PUBLIC

(Seal)

Sign: *Daniel J. Glennon*  
Print: DANIEL J. GLENNON  
My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of Section 607.325, 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. Name of the Corporation is: BEN FINLEY, P.A.
2. The name and address of the registered agent and office is:  
BENJAMIN FINLEY    692 Sabal Palm Circle, Suite B  
Altamonte Springs, Florida 32701

Signature *Benjamin Finley*  
Title *President*  
Date *4/19/95*

Having been named to accept service of process for BEN FINLEY, P.A., at the place designated in this Certificate, I BEN FINLEY, 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

*Benjamin Finley*    *4/19/95*  
BENJAMIN FINLEY    Date

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95 APR 20 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA