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SECRET
TALLAHASSEE, FLORIDA

Mary Ann Sullivan
805 Chestnut Street
Clermont, FL 34711

May 15, 1995

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

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Re: ACCOUNTING MANAGEMENT & TAX SYSTEMS, INC.

Dear Sir:

Enclosed are the Articles of Incorporation for the above referenced corporation and remittance in the amount of \$ 122.50.

Kindly process the articles and return a copy to me at your earliest convenience.

Thank you for your prompt attention.

Sincerely,

Mary Ann Sullivan

Mary Ann Sullivan

MAS/dr

Enclosure

6/27/95
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ARTICLES OF INCORPORATION OF
ACCOUNTING MANAGEMENT & TAX SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation is Accounting Management & Tax Services, Inc. The principal office and mailing address of the corporation are: 805 Chestnut Street, Clermont, Florida 34711.

Article II

The duration of the corporation is perpetual.

Article III

The general purpose of the corporation is to engage in and to transact all business which is lawful under the laws of the United States of America and the State of Florida.

Article IV

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. All such shares shall be of a single common class. Each share shall have a par value of one dollar (\$1.00).

Article V

The street address of the initial registered office of this corporation is 805 Chestnut Street, Clermont, Florida 34711, and the name of its initial registered agent at that address is John D. Blanchard.

Article VI

The number of directors constituting the initial board of directors of the corporation is one. The number of directors may be increased or decreased from time to time in accordance with the corporation's bylaws but shall never be less than one. The name and address of the initial director is Mary Ann Sullivan, 805 Chestnut Street, Clermont, Florida 34711.

Article VII

The name and address of the incorporator is Mary Ann Sullivan, 805 Chestnut Street, Clermont, Florida 34711.

Article VIII

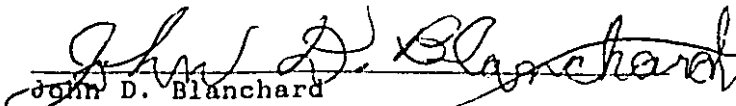
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18th day of May, 1995.


Mary Ann Sullivan

Acceptance of Designation
Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John D. Blanchard

Dated: May 18, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA