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JAMES H. WALKER P.A., INC.

16115 SW 117th Avenue, Suite 25
Miami, Florida 33177
(305) 253-8713

June 26, 1995

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-07/17/95--01077--015
****122.50 ****122.50

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: JAMES WALKER ACCOUNTING, INC.

Gentleman:

Enclosed for filling is an executed original and one copy of the Articles of Incorporation of the above referenced corporation and a Certificate of Registered Agent. Enclosed please find a check for \$122.50 for the following items:

Filing Fee for Articles of Incorporation	\$ 35.00
Filing Fee for Certificate of Registered Agent	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

Please return the certified copy to the undersigned.

Very truly yours,

7-19-95
James H. Walker
c/o James H. Walker P.A., Inc.
16115 SW 117 Ave., #25
Miami, FL. 33177

7/19/95

Enclosures: Original and one copy of Articles of Incorporation,
Certificate of Registered Agent.

ARTICLES OF INCORPORATION

FOR

JAMES WALKER ACCOUNTING, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be JAMES WALKER ACCOUNTING, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act. The principal office address is at 16115 S.W. 117th Ave. #25 Miami, Florida 33177.

ARTICLE III

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be located at 16115 S.W. 117th Ave. #25 Miami, Florida 33177. The initial registered agent at that address shall be Wray Abercrombie #266-92-8834. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State Florida.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until their successors are duly elected and have qualified, shall be:

Wray Abercrombie
16115 S.W. 117th Ave. #25
Miami, Florida 33177

President

Karen Abercrombie
16115 S.W. 117th Ave. #25
Miami, Florida 33177

Vice President

The principal mailing address shall be the same.

ARTICLE VIII

The name and address of the Incorporator is Wray Abercrombie
social security #266-92-8834, 16115 S.W. 117th Ave. #25 Miami, Fl. 33177

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

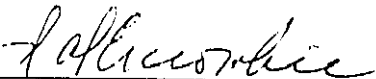
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

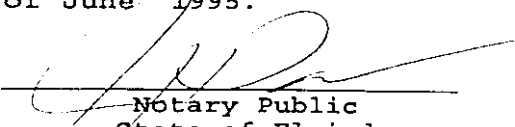
IN WITNESS WHEREOF, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of June, 1995.


Wray Abercrombie
Incorporator

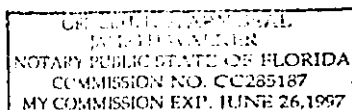
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Wray Abercrombie the person described in and whom executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that they executed the same for the purpose herein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 26th day of June 1995.


Notary Public
State of Floirda

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

First, that James Walker Accounting, Inc. desiring to organize
under the laws of Florida, has named Wray Abercrombie, of
16115 S.W. 117th Ave.#25 City Of Miami, County of Dade, State of
Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the
above corporation at the place designated in this certificate,
the undersigned hereby accepts the same and agrees to act in this
capacity, and agrees to comply with the provisions of Florida
law relative to keeping the registered office open.

By: Wray Abercrombie
Wray Abercrombie
Registered Agent

DATED: This 26th day of June, 1995.

James Walker Accounting, Inc.

16115 S.W. 117th Avenue, Suite A25
Miami, Florida 33177
(305) 253-8713

June 12, 1986
P950000 55724

RECEIVED
JUN 14 1986
FBI - TAMPA

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: **JAMES WALKER ACCOUNTING, INC.**

Gentleman:

Enclosed for filing is an executed original and one copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation. Enclosed please find a check for \$87.50 for the following items:

Filing Fee for Articles of Amendment to Articles of Incorporation	\$ 35.00
Fee for certified copy of Articles of Corporation	<u>52.50</u>
	\$87.50

Please return the certified copy to the undersigned.

Very truly yours,

Wray Abercrombie

Wray Abercrombie
c/o James Walker Accounting, Inc.
16115 S.W. 117 Avenue, Suite A25
Miami, FL 33177

Enclosures: Original and one copy of Articles of Amendment to Articles of Incorporation

Handwritten notes and signatures at bottom of page.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

James Walker Accounting, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amendment (1)

Article 1 shall be amended as follows:

The name of the corporation shall be Abercrombie Accounting, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: Amendment (1) June 12, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by." _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this date 12 of June, 19 96.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

W. Wray Abercrombie
Typed or printed name

President
Title