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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-

FAX: (904) 922-4000

CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PROFESSIONAL TAX SERVICE, INC.

FAX AUDIT NUMBER: H95000008122

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
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July 25, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PROFESSIONAL TAX SERVICE, INC.  
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Steven Godfrey  
Corporate Specialist

FAX Aud. #: H95000008122  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION  
OF  
A.C.G. ACCOUNTING, INC.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

A.C.G. ACCOUNTING, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is ONE HUNDRED (100) SHARES of common stock. Such shares shall be of a single class and shall be \$1.00 par value per share.

Prepared by:  
Gladys Agüero, Esquire  
Attorney at Law, F.B.N 0846635  
815 Ponce de Leon Blvd, 2nd Fl.  
Coral Gables, Florida 33134  
(305) 461-4121  
Fax: (305) 447-0076

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ARTICLE FIVE

The street address of the initial office of the Corporation is:

7392 N.W. 35th Terrace  
Suite 204  
Miami, Florida 33122

The name of the initial Registered Agent is:

GUSTAVO D. SUERO

The address of the Registered Agent is:

7392 N.W. 35th Terrace  
Suite 204  
Miami, Florida 33122

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is ONE (1). The number of Directors MAY be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation is as follows:

GUSTAVO D. SUERO/PRESIDENT

7392 N.W. 35TH TERRACE  
SUITE 204  
MIAMI, FLORIDA 33122

GUSTAVO D. SUERO/SECRETARY & TREASURER

7392 N.W. 35TH TERRACE  
SUITE 204  
MIAMI, FLORIDA 33122

ARTICLE SEVEN

The name and address of the incorporator is as follows:

GUSTAVO D. SUERO

7392 N.W. 35TH TERRACE  
SUITE 204  
MIAMI, FLORIDA 33122

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**ARTICLE EIGHT**

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

**ARTICLE NINE**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**ARTICLE TEN**

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24 day of July, 1998.

Gustavo D. Suero  
GUSTAVO D. SUERO, Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 24 day of July, 1998, by GUSTAVO D. SUERO, who personally appeared before me at the time of notarization, and who has produced Florida Drivers License as identification and who did take an oath.

NOTARY PUBLIC:

Sign Gladys Aguero

Print Gladys Aguero  
State of Florida at Large  
(Seal)  
My Commission Expires:



OFFICIAL SEAL  
GLADYS AGUERO  
My Commission Expires  
May 28, 1996  
Comm. No. CC 204364

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TOTAL P.04

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of  
A.C. G. ACCOUNTING, INC. which is contained in the foregoing  
Articles of Incorporation.

Dated this 24 day of July, 1995.

Gustavo D. Surlo  
GUSTAVO D. SURLO, Registered Agent

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