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90' 1st Street, South, Suite H
Winter Haven, FL 33880

(941) 293-3965
FAX 293-4065

Hunter & Herman
Certified Public Accountants

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
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August 10, 1995

Florida Department of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

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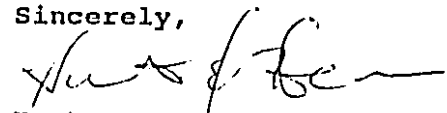
Dears Sirs:

Enclosed please find the Articles of Incorporation for Hunter & Herman, P.A. and our check for \$122.50.

We have filed form SS-4 for our Federal Identification Number.

Thank you for your attention to this matter.

Sincerely,


Hunter & Herman,

cg 8/15/95

Articles of Incorporation

of

Hunter & Herman, P.A.

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DIVISION OF CORPORATIONS

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The Undersigned hereby forms a Professional Services Corporation for profit under Chapter 621 of the laws of the State of Florida.

Article I Name

The name of this corporation shall be:

Hunter & Herman, P.A.

Article II Nature of Business

The general nature of business to be transacted by this corporation shall be limited to the rendering of professional accounting service. In carrying out this general business purpose the corporation will have the following powers:

- a. To engage in every phase and aspect of the business of rendering professional accounting services to the public that Certified Public Accountants, under the laws of the State of Florida, are authorized to render.
- b. To engage and render the professional service involved only through its officers, agents and employees who are Certified Public Accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type investment permitted by law and to own real and personal property necessary for the rendering of professional services hereby authorized.
- d. This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- e. To do all and everything necessary and proper for the accomplishment of any 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 thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either along 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 the attainment of the objects or the furtherance of such purposes or objects of the corporation.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be five thousand (5000) shares at One (\$1.00) Dollar par value.

- a. Shares of the corporation's stock and certification therefore shall be issued only to Certified Public Accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- b. All share of stock shall be Common Stock of the same class.
- c. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

Article IV. Address

The street address of the initial registered office of this corporation shall be 90 First Street South Suite H
Winter Haven, FL 33880
and the name of the initial registered agent of the corporation at that address is Gerald S. Herman.

Article V. Term of Existence

This corporation is to exist perpetually.

Article VI. Officers and Directors

The initial officers and directors of this corporation are:

Gerald S. Herman	President and Secretary
90 First Street South	
Suite H	
Winter Haven, FL 33880	

Albert B. Hunter, III	Vice President and Treasurer
1644 First Avenue North	
St. Petersburg, FL 33713	

Article VII. Incorporator

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

Gerald S. Herman
90 First Street South, Suite H
Winter Haven, FL 33880

Article VIII Prohibited Employment

If any officer, director, shareholder, agent or employee of this corporation, who has been rendering professional accounting services to the public:

- a. For any reason ceases to be an active member of the accounting profession in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation, or
- b. Is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a Certified Public Accountant, then, in any such event, such person's office and/or employment with an/or financial interest in this corporation shall cease forthwith; provided however, that such officer, director or shareholder shall be entitled to receive payment for his or her stock owned and any other amounts lawfully due and owing by the corporation.

Article IX Rights of Shareholder whose Interests Terminates under Article VIII

If any shareholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article VIII the financial interest of such shareholder shall terminate immediately and automatically except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value under such terms as shall be authorized or set fourth in the by-laws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration as provided in article X, entitled "Controversies Resulting in Deadlock".

Article X Controversies Resulting in Deadlock

1. Should deadlock, dispute or controversy arise among the shareholders or directors of the corporation in regard to matters of management and company policy or matters arising under the provisions of this Charter and should the shareholders by using their legal power and influence as shareholders be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the shareholders to arbitration.
2. Should the shareholders be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrators, as provided herein.
3. The arbitrator shall be determined by the following method. The objecting shareholder or director, whichever the case may be, shall choose an arbitrator. The remaining members of the same particular group or class as the objecting party, i.e., the remaining directors or the remaining shareholders, whichever the case may be, shall choose an arbitrator. The two named arbitrators shall in turn choose a third arbitrator, the three making up the arbitrators for said purposes described herein.

4. The decision of the arbitrators shall be final and binding upon all shareholders. The shareholders shall vote their shares as the arbitrators shall direct.

5. To enforce these provisions, the arbitrators may obtain an injunction from a court having jurisdiction to direct the shareholder to vote as the arbitrators have determined.

6. After arbitration and settlement, should matters in controversy continue to arise, the arbitrators shall determine when arbitration shall no longer reasonably resolve the deadlock, dispute or controversy. Upon the making of such a determination by the arbitrators, the objecting shareholder shall offer for sale, first to the corporation and then to the remaining shareholders, his stock interest in the corporation upon the terms of sale and methods of valuation of any buy and sell or option-purchase agreement to which the shareholders and the corporation shall then be a party. Should there be no valid agreement then in effect, the terms of sale and valuation of stock shall be determined by mutual agreement of the parties; however, should they be unable to agree, the terms of sale and valuation of stock shall be determined by the arbitrators.

7. The corporation and the remaining shareholders shall each have sixty (60) days to exercise their option. Should the corporation or remaining shareholders refuse to exercise their option to purchase the share of the objecting shareholder, the shareholders, upon the written demand of the objecting shareholder, shall unanimously vote to voluntarily dissolve the corporation. Should a shareholder refuse to vote his stock in this manner, the arbitrators may obtain an injunction from a court with jurisdiction to direct the shareholder to so vote.

In Witness Whereof, the undersigned agent of Gerald S. Herman, has hereunto set his hand and seal of Gerald S. Herman, on this 7th day of August, 1995.

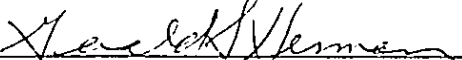
Gerald S. Herman

By: 
Agent, Gerald S. Herman

Acceptance of Registered Agent Designated
in Articles of Incorporation

Gerald S. Herman, authorized to transact business in this State, having a business office identical with the registered office of the corporation name above, and have been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position or Registered Agent under Section 607.0505, Florida Statutes.

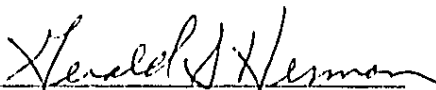
Gerald S. Herman

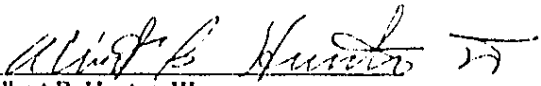
By: 
Agent, Gerald S. Herman

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DIVISION OF CORPORATIONS

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In witness whereof, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 8th day of August, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Gerald S. Herman 465529750090


Albert B. Hunter, III

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SECRETARY OF STATE
OFFICE OF CORPORATIONS

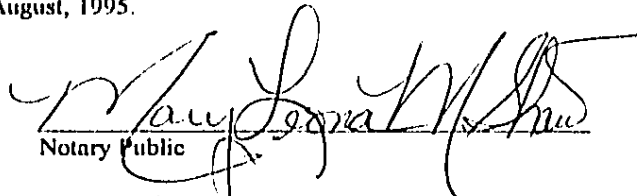
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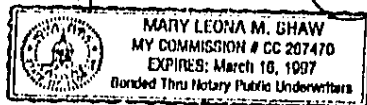
State of Florida

County of Polk

Before me, personally appeared this day, Gerald S. Herman, a party to the foregoing Articles of Incorporation, to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he made, subscribed and acknowledged the foregoing as his voluntary act and deed and that the facts set forth therein are true and correct.

Witness my hand and official seal in Florida, Polk County, Florida, this 10 day of August, 1995.


Notary Public



State of Florida

County of Pinellas

Before me, personally appeared this day, Albert B Hunter, III, a party to the foregoing Articles of Incorporation, to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he made, subscribed and acknowledged the foregoing as his voluntary act and deed and that the facts set forth therein are true and correct.

Witness my hand and official seal in St. Petersburg, Pinellas County, Florida, this 8th day of August, 1995.


Notary Public



CAROL LEON MOORE
MY COMMISSION # CC300958 EXPIRES
July 29, 1997
BONDED THRU TROY FAIR INSURANCE, INC.