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Joseph C. Skalski, P.A.
4500 140th Avenue N., Ste. 214
Clearwater, FL 34622

95 SEP 22 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 1995

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

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****122.50 ****122.50

RE: Joseph C. Skalski, P.A.

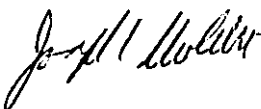
Dear Sir:

Enclosed are two copies of the Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the following:

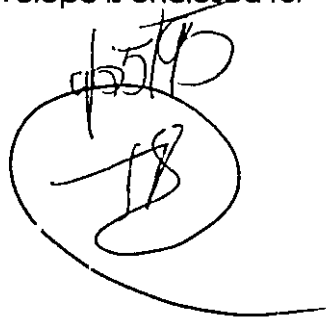
Filing Fee
Certified Copy Fee
Registered Agent Fee

I would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to my attorney: Joseph C. Skalski, Esquire, P.O. Box 17799, Clearwater, FL 34622 (a stamped-addressed envelope is enclosed for your convenience).

Sincerely yours,



Joseph C. Skalski
JCS/fvw
enc.



ARTICLES OF INCORPORATION
OF

JOSEPH C. SKALSKI, P. A.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertake to form a Professional Service Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

JOSEPH C. SKALSKI, P. A.

ARTICLE II - NATURE OF BUSINESS

The general character of the business to be transacted by this Corporation shall be as follows:

(a) To engage in the business of carrying on the general practice of public accountancy and Florida law as a professional association;

(b) To conduct the transaction of any and all lawful business for which the corporation may be permitted to conduct under the laws of the State of Florida;

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

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(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

(g) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III - CAPITAL STOCK

(a) The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 1,000 shares of common stock with a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders with cumulative voting not permitted. All or any part of said capital may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) Each shareholder must be duly licensed or otherwise legally authorized to practice public accountancy and law in the State of Florida.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

4500 140th Avenue N., Suite 214
Clearwater, FL 34622

and the name of the initial registered and resident agent of this Corporation at that address is Joseph C. Skalski.

ARTICLE V - PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is to be:

4500 140th Avenue N., Suite 214
Clearwater, FL 34622

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of said directors shall be licensed or otherwise legally authorized to practice law and public accountancy in the State of Florida, and shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may

remove any director from office at any time with or without cause.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The name and street address of the sole member of the first Board of Directors who, subject to these Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida, shall hold office until his successor is elected and has qualified, is as follows:

Joseph C. Skalski
11901 4th Street N., #918
St. Petersburg, FL 33716

ARTICLE VIII - INCORPORATOR

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Joseph C. Skalski
11901 4th Street N., #918
St. Petersburg, FL 33716

ARTICLE IX - EFFECTIVE DATE

The Corporation shall begin existence as of the date of filing, and shall have perpetual existence.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the shares of stock, the holders of which are entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment

of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation on September 20, 1995.

95 SEP 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joseph C. Skalski
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 20th day of September, 1995 by Joseph C. Skalski.

Heida Wheeler
Notary Public
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 9/20/95

Joseph C. Skalski
Joseph C. Skalski