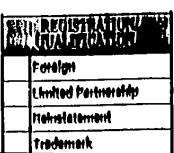
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ARTICLES OF INCORPORATION OF \$6 FEB -2 FOR \$3.

The undersigned, being an Individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

First: The corporate name for the corporation (hereinafter called the "corporation") is:

JOHN F. PACE, C.P.A., P.A.

<u>Second</u>: The address, wherever located, of the principal office of the corporation, if known, is:

JOHN F. PACE, C.P.A., P.A. 1158 Alachua Avenue Tallahassee, FL 32308

**Third:** The mailing address, wherever located, of the corporation is:

JOHN F. PACE, C.P.A., P.A. P.O. Box 13904 Tallahassee, FL 32317-3904

<u>Fourth:</u> The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is c/o JOHN F. PACE, C.P.A., P.A., 1158 Alachua Avenue, Taliahassee, FL 32308

The name of the initial registered agent of the corporation at the said registered office is John F. Pace, C.P.A.

The written acceptance of the said initial registered agent, as required, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator are:

Name Address

Cynthia L. Woolheater

c/o Eckert Seamans Cherin & Mellott
600 Grant Street, 42nd Floor
Pittsburgh, PA 15219

<u>Seventh</u>: The purposes for which the corporation is organized, shall be the authority of the corporation to engage in the practice of professional accounting services, as such services are rendered by certified public accounts, as specified under the Florida Professional Corporation and Limited Liability Company Act.

Eighth: The duration of the corporation shall be perpetual.

Ninth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on January 31, 1996.

Cynthia L. Woolheater, Incorporator

Having been named as registered agent and to accept service of pro-ess for the above-named corporation at the place designated in the Articles of Incorporation,—hereby accept the appointment as registered agent and agree to act in this capacity. I further a ree to comply with the provisions of all statutes relating to the proper and complete performant 2 of my duties, and I am familiar with and accept the obligations of my position as registered—gent.

John F. Pace, C.P.A.

Dated: January 31, 1996

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