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January 30, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

41000001126611266  
-02701796--01076--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: EXACT AUDIT SERVICES, INC.

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with a check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00
<b>TOTAL:</b>	<b>\$122.50</b>

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Sincerely yours,

  
Michael J. Cooper

MJC/rrw

Enclosures: Original Charter  
Photocopy of Charter  
Check

xc: Mr. and Mrs. James P. Hanley, Sr.

STATE  
DIVISION OF  
CORPORATIONS  
JAN 31 1996

g 2/6/96

**ARTICLES OF INCORPORATION**

**OF**

**EXACT AUDIT SERVICES, INC.**

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is EXACT AUDIT SERVICES, INC. with a mailing address of 812 Ramon Drive, Lady Lake, FL 32159.

**ARTICLE II**

**COMMENCEMENT AND DURATION**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE III**

**PURPOSE**

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

## **ARTICLE V**

### **REGISTERED OFFICE**

The street address of the initial principal office and registered office of the corporation is: 812 Ramon Drive, Lady Lake, FL 32159. The name of its initial Registered Agent is JAMES P. HANLEY, SR.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial directors is:

JAMES P. HANLEY, SR.  
812 Ramos Drive  
Lady Lake, FL 32159

ZITA J. HANLEY  
812 Ramos Drive  
Lady Lake, FL 32159

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of the incorporator is:

JAMES P. HANLEY, SR.  
812 Ramos Drive  
Lady Lake, FL 32159

## **ARTICLE VIII**

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX

PRE-EMPTIVE RIGHTS

FILED  
SEC. STATE OF FLORIDA  
OFFICE OF THE CLERK  
96 FEB -1 AM 9:47

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale, or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 30th day of January, 1996.

  
JAMES P. HANLEY, SR.,  
Incorporator

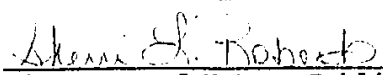
I, JAMES P. HANLEY, SR., accept the office of Registered Agent. I am located at 812 Ramos Drive, Lady Lake, FL 32151, the registered office of this corporation.

  
JAMES P. HANLEY, SR.,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 30th day of January, 1996, by JAMES P. HANLEY, SR., as Incorporator and as Registered Agent, who:

- A) ☒ is/are personally known to me OR  
☒ who has/have produced a driver's license OR  
other identification:  
B) ☒ did OR  
☐ did not take an oath.

  
Signature of Notary Public

AFFIX SEAL/EXPIRATION DATE:

Print Name: SHERRI L. ROBERTS

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