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LAW OFFICES OF
JEFF TOMBERG, J.D., P.A.
P.O. DRAWER EE
626 S.E. 4TH STREET
BOYNTON BEACH, FLORIDA 33435

Jeff Tomberg
Board Certified Civil
Trial Lawyer

of Counsel
Joseph Tomberg

February 22, 1996

(407) 732-0488
(407) 737-1345
FAX: (407) 734-8971

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: A&D Bookkeeping, Inc.

2000001739402
-03/12/96--01044--002
*****75.00 *****75.00

Dear Sir:

Enclosed please find a check in the amount of \$75.00 for filing the enclosed new corporation.

Please return the second copy to me for my file.

Very truly yours,

JEFF TOMBERG

JET/r

FILED
96 MAR 11 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAT
3/15/96

ARTICLES OF INCORPORATION

of

A & D BOOKKEEPING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is A & D BOOKKEEPING, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of doing all types of accounting functions including monthly reports, annual reports, filing of employee/employer reports, income tax returns, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to

purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 626 S. E. 4th Street, Boynton Beach, FL 33435. The name of the initial registered agent of this corporation at that address is JEFF TOMBERG, ESQ..

Article VIII -- Principal Place of Business

The initial principal place of business is 725 North Highway A1A, Suite C-202, Jupiter, Florida 33477. The mailing address is the same.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

DIANA M. FISHER
725 North Highway A1A
Suite C-202
Jupiter, Florida 33477

Article X -- Incorporator

The name and address of the person signing these articles is:

DIANA M. FISHER
725 North Highway A1A
Suite C-202
Jupiter, Florida 33477

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 22nd day of February, 1996.

Diana M. Fisher LS
DIANA M. FISHER

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly licensed to administer oaths and
take acknowledgements, personally appeared **DIANA M. FISHER**, who

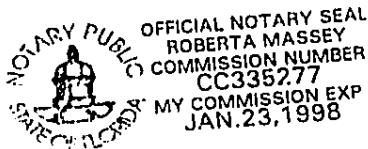
 is personally known to me

✓ produced FL D/L F.260-173-47-720-0 as identification

who after being duly sworn, on oath deposes and says that she has read the foregoing,
and the facts contained therein are true to the best of her knowledge.

SWORN TO and subscribed before me this 22nd day of February, 1996.

Roberta Massey
NOTARY PUBLIC, State of Florida
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to F.S. 48.091.

A & D BOOKKEEPING, INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 725 North Highway A1A, Suite C-202, Jupiter, Florida 33477, has named JEFF TOMBERG, ESQ., located at 626 S. E. 4th Street, Boynton Beach, FL 33435, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby agree to accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

JEFF TOMBERG, ESQ.

LS

FILED
96 MAR 11 AM 11:09
CLERK OF STATE
TALLAHASSEE, FLORIDA