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EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF**

AccounTax, Inc.

The undersigned subscriber(s) to these articles of incorporation, being a natural person(s), competent to contract, hereby adopt(s) to form a corporation under the Business Corporation Act of the State of Florida. This corporation shall have all the corporate powers enumerated by the provisions of Chapter 607, of the Florida Statutes.

ARTICLE 1.01 NAME.

The name of this corporation is:

AccounTax, Inc.

ARTICLE 1.02 TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE 1.03 PURPOSE.

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States of America and the State of Florida.

ARTICLE 2.01 PRINCIPAL ADDRESS.

The initial principal address of this corporation in the State of Florida shall be:

**329 Alesio Avenue
Coral Gables, Florida. 33134**

The Board of Directors, at their discretion, may move the principal office to any other location in the State of Florida.

**Prepared By: James L. Vincent
AccounTax
329 Alesio Avenue
Coral Gables, Florida. 33134
(305)-443-7533**

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ARTICLE 3.01 CAPITAL STOCK.

The number of shares of stock, this corporation is authorized to have outstanding at any one time is:

1000 SHARES \$1.00 PAR VALUE EACH

ARTICLE 3.02 PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 3.03 INITIAL CAPITAL.

The amount of capital with which this corporation will begin business is, not less than:

\$1000.00 (One Thousand) DOLLARS

ARTICLE 4.01 INITIAL REGISTERED AGENT AND STREET ADDRESS.

The name of the initial registered agent of this corporation, to accept services of process within the State of Florida is:

James L. Vincent.

The street address of the initial registered agent is:

**329 Alesio Avenue
Coral Gables, Florida. 33134**

Please refer to Certificate of designation of Registered Agent/Registered Office attached to the Articles of Incorporation.

ARTICLE 5.01 INCORPORATOR(S).

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

Name(s):

James L. Vincent

Address(es):

**329 Alesio Avenue
Coral Gables, Florida. 33134**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12th day of July, 1996


Signature

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ARTICLE 6.01 INITIAL DIRECTORS.

This corporation shall have TWO director(s), initially. The number of directors may be increased or diminished from time to time by the bylaws of the corporation, but shall never be less than ONE. The name(s) of the initial director(s) of this corporation is/are:

Name	Title	Address
James L. Vincent	President	329 Alamo Avenue Coral Gables, Florida, 33134
Mabel D. Vincent	Vice-President	329 Alamo Avenue Coral Gables, Florida, 33134

ARTICLE 7.01 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 7.02 INITIAL ISSUANCE OF COMMON SHARES.

The shares of capital stock of this Corporation, shall be issued initially to the following person(s), and in the amount specified opposite their name:

NAME:	NUMBER OF SHARES:
James L. Vincent	250 Shares
Mabel D. Vincent	250 Shares

ARTICLE 8.01 GENERAL POWERS.

This Corporation shall have all of the Corporate powers enumerated in the Business Corporation Act, of the Florida Statutes 607.0302 Including Emergency Powers as outlined in F.S. 607.0303. And all other powers permitted under the laws of the United States of America, and the State of Florida.

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ARTICLE 9.01 BYLAWS.

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 10.01 INDEMNIFICATION.

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, in the full extent permitted by law.

ARTICLE 11.01 AMENDMENT.

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24TH DAY OF JULY, 1996



JAMES L. VINCENT

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is: **AccountTax, Inc.**
- 2. The Name and Address of the Registered Agent is:
James L. Vincent
329 Alsie Avenue
Coral Gables, Florida, 33134

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as the Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Signature

07-24-96
DATE

STATE OF FLORIDA)
COUNTY OF DADE) S.S.

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James L. Vincent, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me the execution of these Articles of Incorporation.

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 24th day of July, 1996.

My Commission Expires

Notary Public, State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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