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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 24, 1996

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Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

RE: CAP Bookkeeping, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for CAP Bookkeeping, Inc. Please forward the certified copy of the Articles of Incorporation to the undersigned at the above address. A check in the amount of \$122.50 is enclosed for filing fees, registered agent designation, and certified copy.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Ron Eubanks
Enclosures

PH
7/29/96

ARTICLES OF INCORPORATION
OF
CAP BOOKKEEPING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is CAP Bookkeeping, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO - DURATION

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE THREE - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE FOUR - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her 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 SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3026 Stillwell Blvd., Crestview, FL 32539, and the initial registered agent of the Corporation at that address is Charlotte A. Penrod.

ARTICLE SEVEN - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 3026 Stillwell Blvd., Crestview, FL 32539.

ARTICLE EIGHT - MANAGEMENT OF CORPORATE AFFAIRS

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE NINE - INCORPORATOR

The name and address of the person signing these articles is as follows:
Charlotte A. Penrod, 3026 Stillwell Blvd., Crestview, FL 32539.

ARTICLE TEN - BYLAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE ELEVEN - SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE TWELVE - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation on this

24 day of July, 1996.

Charlotte A. Penrod
CHARLOTTE A. PENROD

FILED

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED
JUL 26 PM 2:56
CLERK OF COURT
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

CAP Bookkeeping, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation, at 3026 Stillwell Blvd., Crestview, FL 32539, has named Charlotte A. Penrod, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated: July 24, 1996

Charlotte A. Penrod
CHARLOTTE A. PENROD