FILED AND TAX PREP

5410 TAYLOR STREET HOLLYWOOD, FL 33021-5742

96 SEP -9 PH 31 27 SECRETA FALLAHASSI E, FLORIDA

AUGUST 30, 1996

SECRETARY OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL. 32314

1 0 0 0 0 1 9 4 29 5 22 1 -03/10/96--01023--014 *****70.00 *****70.00

DEAR SIR/MADAM:

ENCLOSED, PLEASE FIND SEVENTY DOLLARS (\$70.00) COVER COSTS AND HANDLING OF INCORPORATION OF:

FL ACCOUNTING AND TAX PREP

IF THERE ARE ANY FURTHER QUESTIONS, PLEASE CALL

DURING BUSINESS HOURS (954) 987-0085

THANK YOU

FRANCES LUMIA

ARTICHES OF INCORPORATION

OF

FE ACCOUNTING AND TAX PREP, INC.

96 SEP -S PH 3: 27

PALLATOR FOR THE ORION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

FL ACCOUNTING AND TAX PREP, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY
THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION
IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO
LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

5410 TAYLOR STREET HOLLYWOOD, FL 33021

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY - LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR(S) ARE ELECTED AND HAVE QUALIFIED ARE

NAME OFFICE ADDRESS

FRANCES LUMIA

PRESIDENT

5410 TAYLOR STREET HOLLYWOOD, FL 33021

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME ADDRESS SHARES

FRANCES LUMIA

5410 TAYLOR STREET HOLLYWOOD, FL 33021

100

ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

FRANCES LUMIA

AND THE OFFICE OF THE REGISTERED AGENT IS LOCATED AT:

5410 TAYLOR STREET HOLLYWOOD, FL 33021

-----ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.
THIS 4 DAY OF SEPT , 1996.
Mar -
FRANCES NOMÍA
STATE OF FLORIDA COUNTY OF EROWARD
BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED ************************************
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID THIS DAY
OF, 1996.
(Notary Seal) Serivaro W. LEE COMMISSION & CC 501186 EXPIRES OCT 28, 1999 RONCED TIRM ATLANTIC REMEDIA CO. BC.
136nnens w Lle
PRINT NAME OF NOTARY Personally Known [] OR Produced Identification [] Type of Identification Produced
L-500-287-61-911-0 FUN.

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

THAT ******* FL ACCOUNTING AND TAX PREP, INC. ******* HAVING BEEN ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

5410 TAYLOR STREET

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERELY ACCEPT. AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS ______ DAY OF

COMMISSION & CC 501165

EXPRES OCT 29, 1662

BONDED THAT

ATLANTIC MINERAL CO., MC.

DENNARD W. LEE

1996.

NOTARY

NOTARY

PRINT NAME OF NOTARY

Fersonally Known [__] OR Produced Identification [__]
Type of Identification Produced

L-500-257-61-915-0 FLA