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10/31/96

DIVISION OF CORPORATIONS
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((H96000015370 5))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: KATZ, BARRON, SQUITERO & FAUST, P.A. ACCT#: 072627002473
CONTACT: ALBERT J XIQUES
PHONE: (305)856-2444 FAX #: (305)205-9227
NAME: FEDERAL TAX PROBLEM RESOLVERS, INC.
AUDIT NUMBER.....H96000015370
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE FLORIDA

Fax Audit No. H96000015370

ARTICLES OF INCORPORATION
OF
FEDERAL TAX PROBLEM RESOLVERS, INC.

ARTICLE I

NAME

The name of the corporation is FEDERAL TAX PROBLEM RESOLVERS, INC. The mailing address of the corporation shall be 2699 South Bayshore Drive, Suite 700, Miami, Florida 33133.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida

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This instrument prepared by:
Albert J. Xiques, Esq.
Fla. Bar No. 948217
KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.
2699 South Bayshore Drive
Seventh Floor
Miami, Florida 33133
(305) 856-2444

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or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Albert J. Xiques, Esq.
Katz, Barron, Squitero, Faust & Berman, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

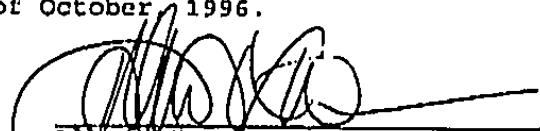
The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida

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33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 31st day of October, 1996.



Albert J. Xiques, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

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IN WITNESS WHEREOF, as said registered agent, we have caused
this Statement to be signed on this 31st day of October, 1996.

CORPCO, INC.

By 

Albert J. Xiques, Vice-President

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