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## ARTICLES OF INCORPORATION

**OF** 

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TALLAND F, FLORIDA

TE, INC.

ALL STATE BOOKKEEPING & TAX SERVICE, INC.

#### ARTICLE I - NAME

The name of this Corporation is ALL STATE BOOKKEEPING & TAX SERVICE, INC..

### **ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

### **ARTICLE III - PURPOSES**

This Corporation is organized to include the transaction of any or all lawful business for which Corporations may be Incorporated under Chapter 607, Florida Statutes (1975) as presently enacted and as it may be amended from time to time.

### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 Shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

### ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of an initial Registered Office of this Corporation is 8870 ROSE HILL DRIVE S.; JACKSONVILLE, FLORIDA 32221 and the name of the initial Registered Agent of this Corporation at that address is JAMES DOWNEY. The principal address and the Registered Office are the same.

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) 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 (1). The name and address of the

initial Director of this Corporation is:

NAME

**ADDRESS** 

JAMES DOWNEY

8870 ROSE HILL DRIVE S. JACKSONVILLE, FL 32221

### ARTICLE VIII - INCORPORATORS

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

JAMES DOWNEY; 8870 ROSE HILL DRIVE S.; JACKSONVILLE,

FLORIDA 32221.

### **ARTICLE IX - INDEMNIFICATION**

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

# ARTICLE X - AMENDMENT

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

### CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Florida Statute 48.091, ALL STATE BOOKKEEPING.
& TAX SERVICE, INC.desiring to organize under the laws of the State of
Florida, hereby designates JAMES DOWNEY; 8870 ROSE HILL
DRIVE SOUTH; JACKSONVILLE, FLORIDA 32221 as it's Registered
Agent to accept service of process within the State of Florida.

### **ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named Corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes 48.091(3) relative to maintaining an office for the service of process.

The undersigned subscriber has executed these Articles of

Incorporation this 57 H. day of NOVEMBER, 1996.

JAMES DOWNEY