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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735

ACCT#: 072720000101

FAX #:

NAME: ACCOUNTAX FINANCIAL SERVICES CORPORATION AUDIT NUMBER.....H96000016000
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. MAIL
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ARTICLES OF INCORPORATION
OF
ACCOUNTAX FINANCIAL GROUP, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is . ACCOUNTAX FINANCIAL GROUP, INC. ...

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

123 NW 13th Street, Suite 214-4
Boca Raton, Florida 33432

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of

Prepared by: William Gerstein
Law Office of William Gerstein
1449 South Congress Avenue
Delray Beach, Florida 33445
(561) 278-8988
FL Bar# 0061141

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Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 1449 South Congress Avenue, Delray Beach, Florida 33445 and the initial registered agent for the Corporation at that address shall be William Gerstein.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

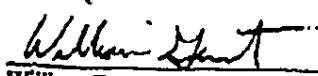
Name

Address

William Gerstein

1449 South Congress Avenue
Delray Beach, Florida 33445

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1996.


William Gerstein

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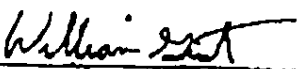
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for ACCOUNTAX FINANCIAL GROUP, INC. at the place designated in the Articles of Incorporation, I hereby accept the appointment as 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.

DATE: November 11, 1996


William Gerstein

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