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A Private Law Firm
Serving Orlando and Surrounding Communities

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November 26, 1996

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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-12/03/96--01132--018
*****70.00 *****70.00

Re: Scott James Martin, CPA, P.A. - New Incorporation

Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of, Scott James Martin, CPA, P.A. and the check of this firm for \$70.00 to cover the filing fee.

Please file the Articles of Incorporation and return the original as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,

Richard D. Baxter
Of Counsel

cc: Scott James Martin, CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PM 2:55

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ARTICLES OF INCORPORATION
OF
SCOTT JAMES MARTIN, CPA, P.A.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PM 2:56

The undersigned Incorporator, a natural person competent to contract, who is a duly licensed Certified Professional Accountant in the State of Florida, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Florida Statutes Chapter 621, and the Florida Business Corporation Act, Florida Statutes Chapter 607.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

SCOTT JAMES MARTIN, CPA, P.A.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 5400 Tangerine Avenue, Winter Park, Florida 32792.

ARTICLE III
PURPOSES

In accordance with Florida Statutes Section 621.08, this Professional Service Corporation is organized for the following purposes:

- (a) To engage in the practice of accounting as a professional corporation and to carry on services incident to the practice of accounting;
- (b) To own real and personal property, enter into leases and other contracts and open, maintain and close accounts, all as necessary for the rendering of the aforesaid professional services;
- (c) To invest its funds in real estate, mortgages, stocks, bonds or any other types of investments;
- (d) To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles of Incorporation, and to do every other act incidental to the corporate purposes which is not forbidden by Florida law or by the provisions of these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Professional Service Corporation is authorized to issue and have outstanding at any one time shall be five thousand (5,000) shares of common stock having a par value of ten (\$0.10) cents per share.

None of the shares of this Professional Service Corporation may be issued to anyone other than: (a) an individual who is duly licensed to engage in the profession of accounting in the State of Florida or (b) a professional service corporation or a professional limited liability company which is wholly owned by one or more individuals who are duly licensed to engage in the profession of accounting in the State of Florida.

ARTICLE V
TERM OF EXISTENCE

This Professional Service Corporation shall have perpetual existence.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Professional Service Corporation is 5400 Tangerine Avenue, Winter Park, Florida 32792. The name of the initial Registered Agent of this Professional Service Corporation at that address is Scott James Martin.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Professional Service Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Scott James Martin

5400 Tangerine Avenue
Winter Park, Florida 32792

The member of the First Board of Directors shall hold office until his successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII
INCORPORATOR

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

Scott James Martin

5400 Tangerine Avenue
Winter Park, Florida 32792

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

No shareholder of this Professional Service Corporation may sell or otherwise transfer any shares of the capital stock of this Corporation to any person or entity other than to an individual or entity to which this Corporation may issue shares pursuant to Article IV hereof. The shareholder(s) and this Corporation may enter into a separate agreement further restricting the right of any shareholder to sell or otherwise transfer any shares of the capital stock of this Corporation and providing for the purchase or redemption of shares in the event of any shareholder's death, disability or temporary or permanent inability to engage in the business of selling, placing or otherwise dealing in insurance in the State of Florida or in the event of any other occurrence.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a professional service corporation to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 27 day of November, 1996.

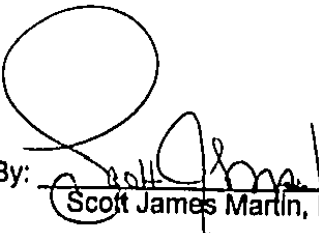


(Scott James Martin, Incorporator)

SCOTT JAMES MARTIN, CPA, P.A.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

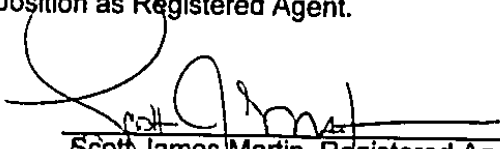
Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Scott James Martin, CPA, P.A.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Scott James Martin, 5400 Tangerine Avenue, Winter Park, Florida 32792.

By: 
Scott James Martin, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Scott James Martin, CPA, P.A., the above stated Corporation, at the place designated in this certificate, 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, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.


Scott James Martin, Registered Agent
Dated: November 27, 1996.

FILED
SECRETARY OF STATE
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