

P96000098531

November 27, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

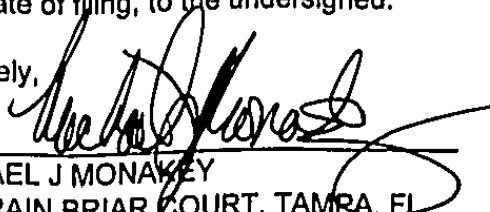
Re: BAY AREA ACCOUNTING PROFESSIONALS INC

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of BAY AREA ACCOUNTING PROFESSIONALS INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,


MICHAEL J MONAKEY
6104 RAIN BRIAR COURT, TAMPA, FL
33617

FILED
96 DEC -2 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 12/5

ARTICLES OF INCORPORATION
OF
BAY AREA ACCOUNTING PROFESSIONALS INC

ARTICLE I

The name of the Corporation is BAY AREA ACCOUNTING PROFESSIONALS INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 6104 RAIN BRIAR COURT, TAMPA, FL 33617.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 6104 RAIN BRIAR COURT, TAMPA, Florida 33617, and the name of the Corporation's initial registered agent for service of process at such address is MICHAEL J MONAKEY.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
MICHAEL J MONAKEY, 6104 RAIN BRIAR COURT, TAMPA, FL 33617.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of

November, 1996



MICHAEL J MONAKEY
6104 RAIN BRIAR COURT, TAMPA, FL 33617

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

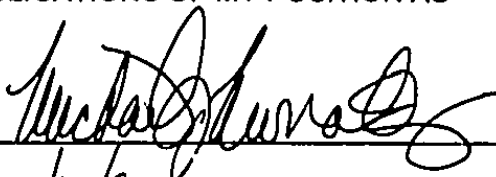
1. The name of the corporation is: BAY AREA ACCOUNTING PROFESSIONALS INC.
2. The name of the registered agent and office is:

MICHAEL J MONAKEY
6104 RAIN BRIAR COURT, TAMPA, Florida 33617

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____


11/27/96

96 DEC -2 PM 4:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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