

NORTH & COMPANY, CPAs, P.A.
1727 Second Street, Suite B
Sarasota, Florida 34236
(941) 957-4242

P9600099001

November 20, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002012545--1
-11/22/96--01070--006
***121.50 ***121.50

Dear Sir:

We are enclosing the Articles of Incorporation for NORTH & COMPANY, CPAs, P.A. for your filing. Our check for \$121.50 is enclosed to cover the following items:

EFFECTIVE DATE
12-2-96

License fee for Articles of Incorporation
Filing fee for Articles of Incorporation
Certified copy of Articles of Incorporation
Registered agent fee for Articles of Incorporation

Thank you for your attention to this matter.

Sincerely,

William E North
William E. North
Certified Public Accountant

FILED
96 NOV 25 AM 10:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WEN:jmc

[Signature]
12/9

9 eff. date:
12/5

WEN-25113
396A-54922



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

DEC -4 1996

December 2, 1996

WILLIAM E. NORTH
1727 SECOND STREET
SUITE B
SARASOTA, FL 34236

SUBJECT: NORTH & COMPANY CPAS, P.A.
Ref. Number: W96000025113

We have received your document for NORTH & COMPANY CPAS, P.A. and check(s) totaling \$121.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00053895

12/4/96

Per our telephone conversation this date, please consider the original file date as the date of receipt. New effective date is December 2, 1996. Thank you for your assistance.

Janet McCoy

ARTICLES OF INCORPORATION
OF
NORTH & COMPANY, CPAs, P.A.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Certified Public Accountant, licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be:
NORTH & COMPANY, CPAs, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the state of Florida, to wit:

A. To engage in every aspect of the practice of accounting and all its fields and specialization as are engaged in by Certified Public Accountants in this state.

B. To invest funds in real estate, mortgages, stocks, bonds and any

96 NOV 25 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FL 32301

FILED

EFFECTIVE DATE
12-2-96

other type of investments permitted by the law.

C. To own real and personal property necessary for the rendering of professional services hereby authorized.

D. To engage in no other business other than the rendering of professional services herein specified.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be Five Thousand Shares of Common stock with One Dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services, which, in the judgment of the Shareholder of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

C. Shares of the corporate stock and certificates therefore shall be issued only to Certified Public Accountants in good standing and duly licensed or otherwise legally authorized within the state of Florida to render the same professional services as this corporation.

D. All shares of stock shall be common stock of the same class.

E. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be and is the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

CORPORATION ADDRESS

The principal office of this corporation shall be located in the city of Sarasota, County of Sarasota, State of Florida, and the initial post office address of the principal office of this corporation shall be 1727 Second Street, Suite B, Sarasota, Florida 34236. The Shareholder may from time to time move the principal office to any other address in the State of Florida.

The registered Resident Agent is William E. North whose address is 1727 Second Street, Suite B, Sarasota, Florida 34236.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by the stockholder of the corporation and there shall be no directors.

ARTICLE VIII

SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William E. North	1700 Shelburne Lane, Sarasota, Florida 34231

ARTICLE IX

RESTRICTION OF RIGHT OF TRANSFER OF STOCK

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is eligible to be a shareholder in this corporation.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

Any action of the shareholder may be taken without a meeting, if consent in writing, setting forth the action to be taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE XI

EFFECTIVE DATE

The effective date of this corporation shall be December 2, 1996.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles for the uses and purposes therein stated.

Amber McClain

WITNESS:

William E. Smith

SUBSCRIBER:

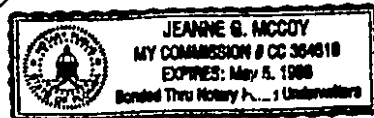
STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, on this 20th day of
November, 1996, personally appeared William E.
Deeth, to me well known to be the persons described in and
who signed the foregoing Articles of Incorporation, and acknowledged to
me that they executed the same freely and voluntarily, for the uses and
purposes therein, expressed.

WITNESS my hand and official seal and date aforesaid.

Jeanne G. McCoy
NOTARY PUBLIC



COMMISSION EXPIRES:

REGISTERED AGENT

KNOWLEDGE AND ACCEPTANCE

The corporation, North & Company, CPAs, P.A. has named William E. North as its agent to accept service of process within the State and his acceptance and acknowledgment are set forth below. Further, this corporation has designated 1727 Second Street, Suite B., Sarasota, Florida 34236 as its registered office.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby accept to act in this capacity and agree to comply with the provision of Chapters 48.091 and 607.034, Florida Statutes, relative to keeping open said office.

William E. North
William E. North
FILED
96 NOV 25 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 20th day of November, A.D., 1996, for the purpose of forming this corporation under the laws of the State of Florida and hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

William E. North
William E. North