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FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.

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NAME: PRATT, DAVIS AND COMPANY, P.A.

AUDIT NUMBER.....H96000017489

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
OF  
PRATT, DAVIS AND COMPANY, P. A.  
A PROFESSIONAL CORPORATION**

The undersigned, all of whom are duly licensed to practice accounting in the State of Florida, hereby make, subscribe, acknowledge and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional corporation in accordance with the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of the corporation shall be PRATT, DAVIS AND COMPANY, P.A. The Principal office and mailing address shall be 1023 Manatee Avenue West, Bradenton, Florida, 34206.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The purpose for which the corporation is organized is to engage in the practice of public accounting as permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The total authorized capital stock of the corporation shall be 1000 shares of common stock having a nominal par value of 10\100 Dollars (\$0.10) per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34206, and the initial registered agent will be William C. Grimes. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and/or select a new registered agent.

William C. Grimes, Esquire FL. Bar # -032010  
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.  
1023 Manatee Avenue West  
Bradenton, Florida 34206  
(941) 748-0151 fax (941) 748-0158

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**ARTICLE VI. INCORPORATORS**

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Harry C. Pratt

5206 8th Avenue Drive West  
Bradenton, Florida 34209

Marsha L. Davis

2405 Crispin Court  
Sarasota, Florida 34235**ARTICLE VII. BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTORS**

The names of the initial Directors of this corporation and their street addresses are:

**Name****Address**

Harry C. Pratt

5206 8th Avenue Drive West  
Bradenton, Florida 34209

Marsha L. Davis

2405 Crispin Court  
Sarasota, Florida 34235**ARTICLE IX. OFFICERS**

The executive offices of this corporation shall be a President, Vice President, Secretary and Treasurer. Any person may hold two or more offices. The corporation may also have such other officer and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

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**ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

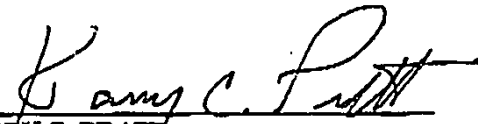
**ARTICLE XI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase its pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII. AFFILIATED TRANSACTIONS**

This corporation elects not to be governed by the provisions of Sections 607.090, *Florida Statutes (1993)*, regarding affiliated transactions.

IN WITNESS WHEREOF, we, the undersigned Incorporators, for the purpose of forming a professional corporation pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and we have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

  
HARRY C. PRATT

  
MARSHA L. DAVIS

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STATE OF FLORIDA)  
COUNTY OF MANATEE)

BEFORE ME, the undersigned notary public, personally appeared HARRY C. PRATT, known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes therein set forth. He is personally known to me and did ~~(X)~~ did not ~~(X)~~ take an oath.

SWORN TO AND SUBSCRIBED before me this 12 day of December, 1996.

Dawn Marie Kauffman  
My Commission CC603203  
Expires November 21, 2000

Dawn M. Kauffman  
Signature of Notary Public

Dawn M. Kauffman  
Printed name of Notary Public

Serial/Commission Number

My commission expires:

STATE OF FLORIDA)  
COUNTY OF MANATEE)

BEFORE ME, the undersigned notary public, personally appeared MARSHA L. DAVIS, known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes therein set forth. He is personally known to me and did ( ) did not ~~(X)~~ take an oath.

SWORN TO AND SUBSCRIBED before me this 12 day of December, 1996.

Dawn Marie Kauffman  
My Commission CC603203  
Expires November 21, 2000

Dawn M. Kauffman  
Signature of Notary Public

Dawn M. Kauffman  
Printed name of Notary Public

Serial/Commission Number

My commission expires:

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of Sections 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 PRATT, DAVIS AND COMPANY, P.A.
2. The name and address of the Registered Agent and office is: William C. Grimes, 1023 Manatee Avenue West, Bradenton, Florida 34206.

**ACKNOWLEDGMENT**

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.

  
WILLIAM C. GRIMES  
Registered Agent

DATED this the 12 day of December, 1996.

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