

LAW OFFICES OF
WM. FLETCHER BELCHER
540 FOURTH STREET NORTH
POST OFFICE DRAWER T
ST. PETERSBURG, FLORIDA 33731

ANGELA M. ADAMS
WM. FLETCHER BELCHER
JILL N. EMERY
CARRIE L. GALBRAITH

P96 000 102 762

FILED
96 DEC 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(813) 821-1249

December 17, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

EX-101
1-1-97

200002033932--9
-12/19/96--01067--002
***122.50 ***122.50

Re: Frostproof Bookkeeping Service, Inc.

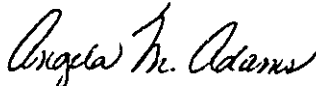
Gentlemen:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with the designation of resident agent, and our check in the amount of \$122.50 for the required filing and copy fees.

After filing, please forward the Charter and certified copy of the Articles of Incorporation to this office.

Thank you for your attention to this matter, and please do not hesitate to contact me if you have any questions.

Very truly yours,



Angela M. Adams

AMA/php

Enclosures

ARTICLES OF INCORPORATION
OF
FROSTPROOF BOOKKEEPING SERVICE, INC.

FILED
93 DEC 19 AM 11:00
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1-1-97

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the corporation is FROSTPROOF BOOKKEEPING SERVICE, INC. The principal place of business of the corporation shall be 215 N. Scenic Highway, Suite G, Frostproof, Florida 33843, and the mailing address of the corporation shall be Post Office Box 1310, Frostproof, Florida 33843.

ARTICLE II - EFFECTIVE DATE

The effective date of incorporation shall be January 1, 1997.

ARTICLE III - DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of common stock with a par value of \$1.00, per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the initial registered office of the corporation is: 540 Fourth Street North, St. Petersburg,

Florida 33701, and the name of the initial registered agent at such address is Angela M. Adams.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Deborah R. Griswold	Post Office Box 1310 Frostproof, FL 33843
James C. McClendon	Post Office Box 5 Babson Park, FL 33827

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is: Angela M. Adams, Esquire, 540 Fourth Street North, St. Petersburg, Florida 33701.

ARTICLE IX - INDEMNIFICATION

This corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - ACTION BY SHAREHOLDERS

The affirmative vote of a majority of the outstanding shares of this corporation shall be required for:

1. The election or removal of any or all directors;
2. The increase or decrease of the number of directors;
3. The amendment of these Articles of Incorporation;

4. The approval of any plan of merger, consolidation or dissolution;

5. The issuance of any shares of this corporation;

6. The payment of any dividend.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at St. Petersburg, Florida on the 17th day of December, 1996.

Angela M. Adams
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of December, 1996, by Angela M. Adams who is personally known to me and who did take an oath.

Patricia H. Preslun
Signature of Notary Public

My Commission expires:
My Commission number:

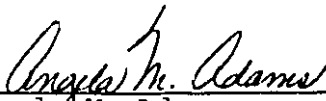


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FROSTPROOF BOOKKEEPING SERVICE, INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 540 Fourth Street North, St. Petersburg, Florida 33701, has named ANGELA M. ADAMS as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation at 540 Fourth Street North, St. Petersburg, Florida 33701, I am familiar with the obligations of that position and hereby accept the foregoing appointment.



Angela M. Adams
Registered Agent

FILED
96 DEC 19 AM 11:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
WM. FLETCHER BELCHER
540 FOURTH STREET NORTH
POST OFFICE DRAWER T
ST. PETERSBURG, FLORIDA 33731

TELEPHONE
(813) 821-1249

ANGELA M. ADAMS
WM. FLETCHER BELCHER
CARRIE MAL RAITH

PA 6000102762

December 30, 1991

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
ATTN: New Filings

RE: Frostproof Bookkeeping Service, Inc.

Dear Sir or Madam:

I represent the above-referenced Florida corporation. Please be advised that the mailing address of the corporation should be changed to Post Office Box 1013, Frostproof, Florida 33843, effective immediately.

Thank you for your assistance, and please do not hesitate to contact me if you have any questions.

Very truly yours,

Angela M. Adams
Angela M. Adams

AMA/php

KS 1/17