

PA6000103868

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SUITE 508 - GALLERIA PROFESSIONAL BUILDING
915 MIDDLE RIVER DRIVE, FORT LAUDERDALE, FLORIDA 33304-3582

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FILED
96 DEC 23 PM 4:07
TALLAHASSEE, FLORIDA

December 19, 1996

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

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-12/24/96--01164--016
****122.50 ****122.50

Gentlemen:

EFFECTIVE DATE
1-1-97

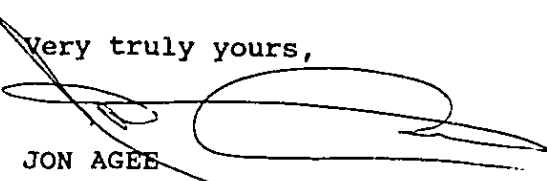
Enclosed please find the Articles of Incorporation for **HARRIS S. RAINBEAU, CPA, P.A.** The acceptance of designation by the Registered Agent for service of process is attached. The effective date is January 1, 1997.

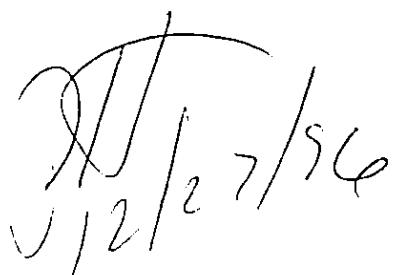
Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Articles F.S. 607.0122(1)	\$35.00
Registered Agent Designation F.S. 607.0122(7)	\$35.00
Certified Copy F.S. 607.0122(23)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Janet.

Very truly yours,


JON AGEE


12/27/96

FILED

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HARRIS S. RAINBEAU, CPA, P.A.

These Articles of Incorporation are made and acknowledged by the undersigned Incorporator for the purpose of creating a domestic professional corporation for profit in accordance with Chapter 621 Florida Statutes.

ARTICLE I

The corporate name of the corporation shall be HARRIS S. RAINBEAU, CPA, P.A.

ARTICLE II

The address of the principal office of the corporation shall be 915 Middle River Drive, Suite 500, Fort Lauderdale, Florida 33304. The mailing address shall be the same.

ARTICLE III

The corporation is organized to engage in any lawful act or activity for which corporations may be organized under the provisions of the Florida Professional Service Corporation and Limited Liability Company Act (Chapter 621 Florida Statutes). Without limitation of the foregoing, it is anticipated that the initial business of the corporation will be certified public accountancy.

ARTICLE IV

The amount of the total authorized capital stock of this corporation is One Hundred Dollars (\$100.00) divided into one hundred (100) shares of common stock of the same class. Each share shall have a par value equal to One Dollar (\$1.00). All shares shall confer upon the owners thereof the same rights. No preemptive rights are granted to shareholders.

ARTICLE V

The name of the incorporator is Harris S. Rainbeau. The address of the Incorporator is 915 Middle River Drive, Suite 500, Fort Lauderdale, Florida 33304.

ARTICLE VI

The number of Directors of the corporation shall be one (1);

however, the number of Directors may be changed by amendment of the By-Laws of the corporation. Cumulative voting for Directors shall not be permitted.

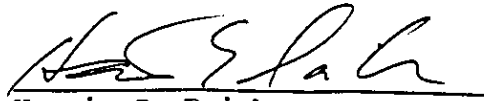
ARTICLE VII

The corporation shall have perpetual existence, which existence shall commence upon January 1, 1997.

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 915 Middle River Drive, Suite 500, Fort Lauderdale, Florida 33304. The name of the initial registered agent of the corporation at that office is Harris S. Rainbeau. A written acceptance of such office in accordance with §607.0501(3) Florida Statutes accompanies these Articles.

In witness whereof, the undersigned Incorporator has signed these Articles of Incorporation and has acknowledged such act before a Notary Public in and for the State of Florida, on this December 18, 1996

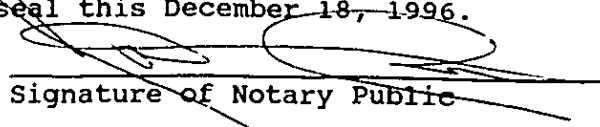
 (SEAL)
Harris S. Rainbeau

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me personally appeared Harris S. Rainbeau, who is personally known to me or produced the following identification if not personally known to me:

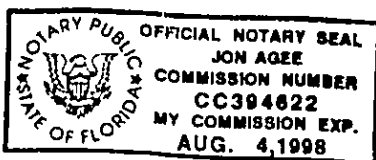
personally known
(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)
and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Incorporation were executed freely for the purposes therein expressed.

Witness my hand and official seal this December 18, 1996.


Signature of Notary Public

Printed/Typed Name of Notary Public

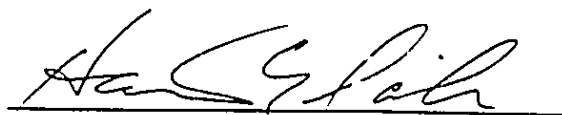
Commission No. _____
My notary commission expires: _____



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Notice is hereby given to the Florida Department of State in accordance with §607.0501(3) Florida Statutes that the undersigned, having been designated by HARRIS S. RAINBEAU, CPA, P.A. in its Articles of Incorporation to serve as the Registered Agent of said corporation, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said corporation, as provided by §607.0501(1)(b)(1) Florida Statutes.

Dated this December 18, 1996.


Harris S. Rainbeau
Registered Agent

RAINBEAU.ART

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TALLAHASSEE, FLORIDA