



KITAIF, GOODE & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS, P.A.

MEMBER AMERICAN INSTITUTE AND FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

December 11, 1996

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-12/17/96--01060--003

****122.50 ****122.50

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

EXPIRATION DATE

1-1-97

**Re: Kitaif, Goode & Company, P.A.
Articles of Incorporation**

Gentlemen:

The enclosed Articles of Incorporation of Kitaif, Goode & Company, P.A. are being filed for an effective date of January 2, 1997. Hopefully this cover letter and the Articles of Incorporation should be sufficient for you to form this corporation at that effective date, but if it is not, please do not hesitate to contact us.

Very truly yours,

Sheryl S. Kitaif, CPA

SSK/dcc
Enclosure

FILED
96 DEC 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-26531
KR 12-18

12.30.96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 DEC 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 18, 1996

KITAIF, GOODE & COMPANY
6330 SW 41 COURT
DAVIE, FL 33314

SUBJECT: KITAIF, GOODE & COMPANY, P.A.
Ref. Number: W96000026531

We have received your document for KITAIF, GOODE & COMPANY, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

If you wish to have an effective date, it must be stated in the articles. Stating the date in the cover letter only is not enough.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 096A00056328

Corrections made.

ARTICLES OF INCORPORATION

OF

KITAIF, GOODE & COMPANY, P.A.

EFFECTIVE DATE

1-1-97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME

The name of the corporation is Kitaif, Goode & Company, P.A., and its address is 6330 S.W. 41 Court, Davie, Florida 33314.

ARTICLE II

DURATION

The Corporation shall commence its existence on the 1st day of January, 1997, and shall exist perpetually thereafter unless sooner dissolved according to law.

The purpose for which this corporation is organized is to carry on a practice as a professional association as certified public accountants and any other lawful business such as a professional association may carry on.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are:

- (1) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6330 S.W. 41 Court, Davie, Florida 33314, and the name of its initial registered agent at such address is Sheryl S. Kitaif.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Sheryl S. Kitaif
6330 S.W. 41 Court
Davie, Florida 33314

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

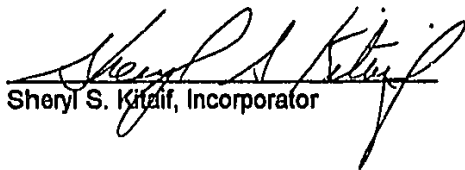
Sheryl S. Kitaif
6330 S.W. 41 Court
Davie, Florida 33314

ARTICLE VIII

INDEMNIFICATION

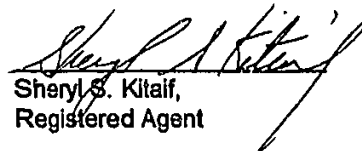
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 11 day of DEC, 1996.


Sheryl S. Kitaif, Incorporator

ACKNOWLEDGEMENT OF APPOINTMENT OF REGISTERED AGENT

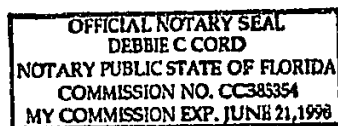
Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Sheryl S. Kitaif,
Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

Before me this day personally appeared Sheryl S. Kitaif who, being duly sworn, executed the foregoing instrument, and acknowledged the same to be his free act and deed.

WITNESS my hand and official seal, this 11 day of December, 1996.




NOTARY PUBLIC

FILED
96 DEC 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA