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LAW OFFICES OF
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December 23, 1996

FILED
DEC 24 AM 10:33
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-12/24/96--01149--006
****122.50 ****122.50

RE: THOMAS L. KEHOE, C.P.A., P.A.

Dear Sir or Madam:

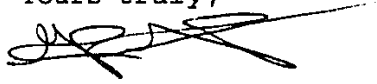
Enclosed please find Articles of Incorporation for THOMAS L. KEHOE, C.P.A., P.A.

Enclosed is my check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<hr/>
	\$ 122.50

With very best regards, I am

Yours truly,



Gregory G. Gay, Esquire

GGG/mb

Enclosure

LC 12/31

ARTICLE OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(FLORIDA STATUTES SECTION 607.164 AND CHAPTER 621)

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The undersigned natural person, competent and licensed to practice accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The Name of this corporation shall be THOMAS L. KEHOE, C.P.A., P.A.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of accounting, and all its fields of specializations, as are engaged in by Certified Public Accountants.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be Certified Public Accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

c. Shares of the corporation's stock and certificates shall be issued only to Certified Public Accounts in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV Duration

The corporation shall have perpetual existence.

V Registered Agent

The address of this corporation's initial registered office is 6609 Ridge Road, Suite 4, Port Richey, Florida 34668 and the name of its initial registered agent at said address is Thomas L. Kehoe.

VI Incorporator

The name and address of the Incorporator is as follows:

Thomas L. Kehoe
10340 Armadillo Court
New Port Richey, Florida

VII Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Thomas L. Kehoe
10340 Armadillo Court
New Port Richey, Florida

VIII Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualifications of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

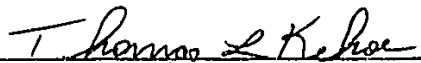
XI
Indemnification

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

XII
Bylaws Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

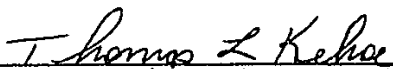
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 23RD day of December, 1996.


Thomas L. Kehoe, Incorporator

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

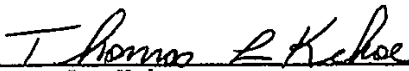
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THOMAS L. KEHOE, C.P.A., P.A., desiring to organize under the laws of the State of Florida with its principal place of business as 6609 Ridge Road, Suite 4, Port Richey, Florida 34668, has named THOMAS L. KEHOE, C.P.A., 6609 Ridge Road, Suite 4, Port Richey, Florida 34652 as its agent to accept service of process within this State at that address.


Thomas L. Kehoe, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Thomas L. Kehoe

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared THOMAS L. KEHOE, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at New Port Richey, in the said County, and State, this 23rd day of December, 1996.

Mary A. Baird
Notary Public, State of Florida

My Commission Expires:



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