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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WOLF ACCOUNTING & TAX SERVICE, INC.  
AUDIT NUMBER.....H96000018179  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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(7)

December 30, 1996

Secretary of State  
P.O. Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

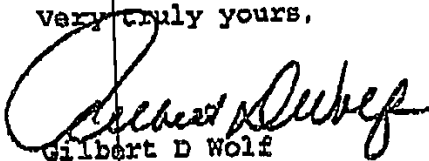
Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent Wolf Accounting & Tax Service, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,

  
Gilbert D Wolf

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ARTICLES OF INCORPORATION

H96 000018179

Wolf Accounting & Tax Service, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is  
Wolf Accounting & Tax Service, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David S Hernandez  
210 University Drive #502  
Coral Springs, FL 33071  
954-346-7288

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TALLAHASSEE, FLORIDA

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 320 NW 43rd Avenue, Coconut Creek, FL, 33066 and the name of the initial register agent of this corporation at that address is Gilbert D Wolf.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 3 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation are:

Jonathan L Wolf & Gilbert D Wolf  
320 NW 43rd Avenue  
Coconut Creek, FL 33066

ARTICLE IX. Officers. The initial officers of the corporation will be: Jonathan L Wolf, President/Treasurer, and Gilbert L Wolf, Vice-President/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Gilbert D Wolf  
320 NW 43rd Avenue  
Coconut Creek, FL 33066

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 320 NW 43rd Avenue, Coconut Creek, FL 33066.

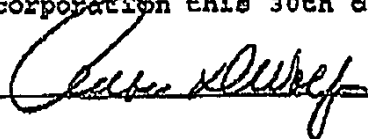
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ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of December, 1996

 (SEAL)

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Gilbert D Wolf, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 30th day of December, 1996

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

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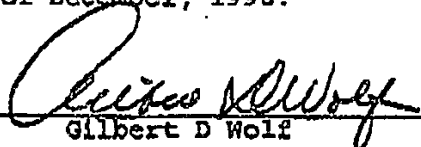
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State  
of Florida  
Division of Corporations Department of State  
Tallahassee, FL 32304

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, Gilbert D Wolf, do hereby consent to serve as  
registered agent for the corporation, Wolf Accounting &  
Tax Service, Inc. this 30th day of December, 1996.

  
\_\_\_\_\_  
Gilbert D Wolf

Address of registered agent:

320 NW 43rd Avenue  
Coconut Creek, FL 33066

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