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EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PERSON & COMPANY, ACCOUNTANTS
AUDIT NUMBER.....H97000000366
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PERSON & COMPANY, ACCOUNTANTS
REF: W97000000460

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H97000000366
Letter Number: 897A00000930

ARTICLES OF INCORPORATION
OF
PERSON & COMPANY, ACCOUNTANTS, INC.

H97000000346
97 JAN 10 PM 12:31
FILED
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be PERSON & COMPANY, ACCOUNTANTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1360 South Patrick Drive, Satellite Beach, Florida 32937.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence effective.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The number of shares that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Prepared by:
John T. Murphy
1901 S. Harbour City Blvd.
#805
Melbourne, FL 32901
(407) 676-2525

Leslie R. Murphy
1360 South Patrick Drive
Satellite Beach, Florida 32937.

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ARTICLE VII - INCORPORATOR

H97000000366

The name and street address of the incorporator is:

Leslie R. Murphy
1360 South Patrick Drive
Satellite Beach, Florida 32937.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 6th day of January, 1997.

Leslie R. Murphy
INCORPORATOR

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PERSON & COMPANY, ACCOUNTANTS, INC.
2. The name and address of the registered agent and office is:

Leslie R. Murphy
1360 South Patrick Drive
Satellite Beach, Florida 32937.

Leslie R. Murphy
LESLIE R. MURPHY, Secretary/Treasurer
January 6, 1997

FILED
JAN 10 PM 12:01
1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Leslie R. Murphy
LESLIE R. MURPHY
January 6, 1997

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