

**DONALD B. HADSOCK
ATTORNEY AT LAW**

1806 Manatee Avenue West
Bradenton, Florida 34205

Telephone: 747-9212
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January 14, 1997

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

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****122.50 ****122.50

SUBJECT: BERT SMITH, C.P.A., CHARTERED

Gentlepersons:

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$122.50.

FROM: DONALD B. HADSOCK
1806 Manatee Avenue West
Bradenton, Florida 34205
(941) 747-9212

Your assistance in this matter is most appreciated.

Very truly yours,

Donald B. Haddock
DONALD B. HADSOCK

DBH/jbg
cc: Wayne A. Smith

[Signature] 1/27

97 JAN 2 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
BERT SMITH, C.P.A., CHARTERED**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is BERT SMITH, C.P.A., CHARTERED

ARTICLE II. COMMENCEMENT AND DURATION

The existence of the corporation shall commence upon the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1301 9th Avenue West, Bradenton, Florida 34205.

ARTICLE IV. PURPOSE

This corporation is organized pursuant to Chapter 621, Florida Statutes, as a professional service corporation for the following purpose:

A. To engage in the specific business to practice the profession of certified public accounting, and

B. To exercise all the powers now or hereafter conferred by the Laws of the State of Florida to professional corporations.

ARTICLE V. CAPITAL STOCK

The number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. All Common Shares will be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI. SHAREHOLDERS

The shares of the capital stock of the corporation shall be issued and transferred only to individuals who are authorized to practice as a certified public accountant in the State of Florida. No transferee of shares of capital stock of the corporation who are not licensed by the State of Florida as a certified public accountant may vote such shares for any purpose whatsoever.

ARTICLE VII. ADDRESS OF REGISTERED OFFICE

The initial street address of the Corporations' registered office is 1301 9th Avenue West, Bradenton, Florida 34205.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the person who will serve on the initial Board of Directors is:

WAYNE A. SMITH
5724 7th Avenue Drive West
Bradenton, Florida 34209

ARTICLE IX. ORGANIZER

The name, residence, and license or certificate number permitting the practice of the profession of certified public accounting in the State of Florida of the individual who is to be the original shareholder, director, and officer of the corporation and who is the initial incorporator is as follows:

WAYNE A. SMITH
5724 7th Avenue Drive West
Bradenton, Florida 34209
State of Florida, Department of Business Regulation,
License Number R 382

The aforementioned person is licensed by the State of Florida to practice the profession of certified public accounting.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of January, 1997.



WAYNE A. SMITH, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, 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:

BERT SMITH, C.P.A., CHARTERED

2. The name and address of the registered agent and office is:

WAYNE A. SMITH
5724 7th Avenue Drive West
Bradenton, Florida 34209

Having been named as Registered Agent and to accept service of Process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501-(3), 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.

SIGNATURE


Wayne A. Smith

Dated

1-14-94

77 JAN 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED