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RUST & CHRISTOPHER, P.A.

Certified Public Accountants
900 SIXTH AVENUE, SOUTH, SUITE 303
NAPLES, FLORIDA 33940

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Accounting Systems Group, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JAN 27 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FL 32399
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**ARTICLES OF INCORPORATION
OF
ACCOUNTING SYSTEMS GROUP, INC.**

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.- NAME

The name of the corporation is Accounting Systems Group, Inc.

ARTICLE II.- PRINCIPAL OFFICE

The street address of the principal office of this corporation is 2240 21st St. S.W., Naples, Florida 34117.

ARTICLE III.- PURPOSE

The corporation is organized for the purpose of rendering accounting system consulting services within the State of Florida pursuant to Chapter 621, Florida Statutes, as now exist or may hereafter be amended.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2240 21st St. S.W., Naples, FL 34117 and the name of the initial registered agent of this corporation at that address is Jeffrey H. Frederick.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

NAME

Jeffrey H. Frederick

ADDRESS

2240 21st St. S.W.

Naples, FL 34117

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

NAME

Jeffrey H. Frederick

ADDRESS

2240 21st St. S.W.

Naples, FL 34117

ARTICLE X. AMENDMENT OF

ARTICLES OF CORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

BY: 

ITS PRESIDENT

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

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

First: That Accounting Systems Group, Inc. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at
City of Naples, State of Florida, has named Jeffrey H. Frederick, County of Collier, as its agent
to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY: 
Resident Agent

STATE OF FLORIDA

COUNTY OF COLLIER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned Notary Public in and for said State and County, appeared Jeffrey H. Frederick the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known by me to have executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 23 day of January, 1997 in the State and County aforesaid.

Carolyn P. Kasischke
NOTARY PUBLIC

My Commission Expires:

6-19-98



CAROLYN P. KASISCHKE
MY COMMISSION # CC376318 EXPIRES
JUNE 19, 1998
BONDED TRULY TRUST FARM INSURANCE, INC.