

P97000010538
TODD WATSON
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January 28, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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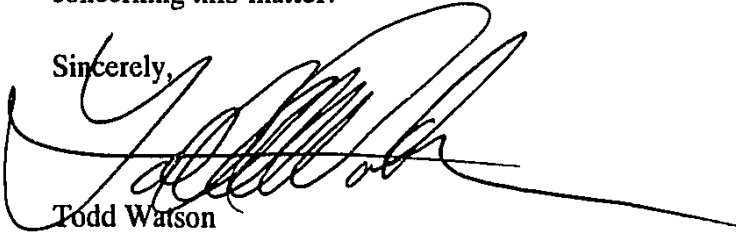
Re: Audit Assurance, Inc.

Dear Sir:

Enclosed is the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 which represents the \$35.00 filing fee, \$52.50 fee for the certified copy of the Articles of Incorporation and \$35.00 for the registered agent fee.

Please file the Articles of Incorporation, certify and return the copy. Please contact me at your earliest convenience should you have any questions or comments concerning this matter.

Sincerely,


Todd Watson
Attorney at Law

Enclosures
TW/tmr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AUDIT ASSURANCE, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Audit Assurance, Inc.. The principal office and mailing address is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is Ten Million (10,000,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

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TALLAHASSEE, FLORIDA

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the initial registered agent at that address is Todd Watson.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors are two (2) . The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Todd Watson, Attorney at Law
7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

Rick M. Loftis, CPA
1700 Wells Road, Suite 25
Orange Park, FL 32073

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

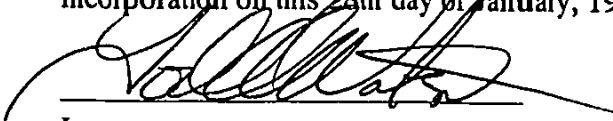
The names and addresses of the Incorporator is as follows:

Todd Watson, Attorney at Law
7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

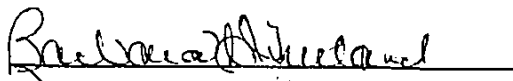
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

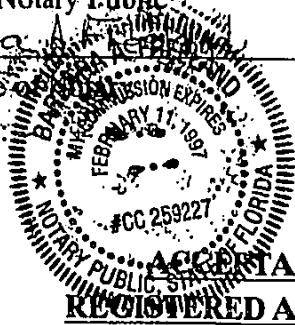
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28th day of January, 1997.


Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**


The foregoing instrument was acknowledged before me this 28th day of January, 1997, by Todd Watson, of Audit Assurance, Inc., a Florida Corporation, on behalf of the Corporation. He is personally know to me or has produced _____ as identification.


Signature of Notary Public:
Barbara A. A. A.
Printed Name:
Notary's Seal:



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TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Registered Agent

Date: January 28, 1997