

J. Pickett Jones 1870-1893
C. Moreno Jones 1885-1938
Robert A. Lems 1962-1974
J. McHenry Jones 1923-1993
John P. Welch

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February 6, 1997

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State of Florida
Secretary of State
Division of Corporation
Post Office Box 6727
Tallahassee, Florida 32314

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RE: Articles of Incorporation
Accounting & Office Services, Inc.

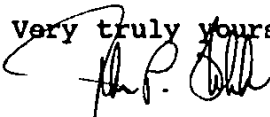
Dear Sir:

Enclosed herewith please find the following documents:

- (1) The Original proposed Articles of Incorporation of Accounting & Office Services, Inc. Please file the original and return one certified copy to me at the above address.
- (2) The Original of the Certificate of Acceptance of Designation of Registered Agent/Registered Office. Please file the original and return one certified copy to me at the above address.
- (3) My firm's check in the amount of \$122.50 for the filing fees and certified copies as requested.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact me.

I am,

Very truly yours,

JOHN P. WELCH

JPW/mls
Enclosures

FILED
97 FEB 10 AM 9:42
TALLAHASSEE, FLORIDA

FEB 11 1997 BSB

ARTICLES OF INCORPORATION
OF
ACCOUNTING & OFFICE SERVICES, INC.

FILED
97 FEB 10 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is ACCOUNTING & OFFICE SERVICES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To provide accounting, bookkeeping and office services to the general public and engage in each and every aspect of the business of accounting, bookkeeping and office services, as well as for the purpose of engaging in and transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do such other things as are incidental to the purposes of the corporation or necessary and desirable in order to accomplish them.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in, trade in, deal in and with goods, wares and merchandise; real and personal property, and services of every class, kind and description: except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and

loan association, fraternal benefits society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in other states and counties.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation in the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

(g) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the object of the corporation whether or not such

business is similar in nature to the objects set forth in the Articles of Incorporation of such corporation or any amendment thereof.

ARTICLE III

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, with a par value of One (\$1.00) Dollar per share, all of which when issued shall be fully paid and nonassessable.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand and No/100 (\$1,000.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

This initial Post Office address of the principal office of this corporation in the State of Florida is 1109 Willowood Circle, Gulf Breeze, Florida 32561.

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

ARTICLE VII

This corporation shall not have less than one, nor more than nine Directors. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office address of each subscriber to this corporation and these Articles of Incorporation, and the number of shares of stock which they agree to take, is as follows:

<u>Name:</u>	<u>Address:</u>	<u>Shares of Stock:</u>
ROBERT A. PEYROUX President/Director Secretary	1109 Willowood Circle Gulf Breeze, FL 32561	100

ARTICLE IX

The Resident Agent of this corporation is ROBERT A. PEYROUX
1109 Willowood Circle, Gulf Breeze, FL 32561.

ARTICLE X

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

IN WITNESS WHEREOF, the parties hereunto have set their hands
and seals this 7th day of February, 1997.

[Signature]

Witness:

Print Name: John P. Welch

[Signature]

Witness:

Print Name: Meredith L. Solberg

[Signature] (SEAL)
ROBERT A. PEYROUX

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me on this 28th day of
February, 1996, by ROBERT A. PEYROUX, who is personally known to me
or who produced FL drivers license as Identification
and who did/did not take an oath.

- S E A L -

[Signature]
NOTARY PUBLIC
Type or Print Name:
My Commission Expires:



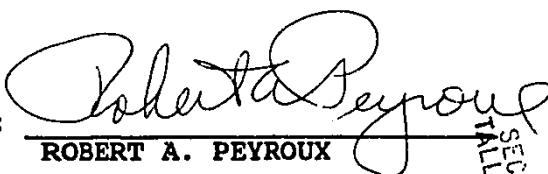
**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - That ACCOUNTING AND OFFICE SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Santa Rosa, State of Florida, has named ROBERT A. PEYROUX, located at 1109 Willowood Circle, Gulf Breeze, FL 32561, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By: 
ROBERT A. PEYROUX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA