

**CORPORATE
ACCESS,
INC.**

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1.) Heidi D. Burg, CPA, RA.
(CORPORATE NAME & DOCUMENT #)

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D. BROWN FEB 13 1997

ARTICLES OF INCORPORATION

OF

HEIDI D. BURG, CPA, P.A.

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The undersigned as incorporator forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation is Heidi D. Burg, CPA, P.A. and the address is: 156 - 14th Avenue Northeast, St. Petersburg, FL 33701.

ARTICLE II

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for Florida.

ARTICLE III

NATURE OF PROFESSIONAL BUSINESS

A. The corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of accounting and each of its sub-specialties as carried on by accountants in this State.

B. The corporation shall render its professional services only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV

CAPITAL STOCK

A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

B. Shares of the corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE V

LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

A. If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this corporation may be owned by the person as a shareholder.

B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

D. However, if the then sole shareholder of this corporation becomes disqualified to render professional services for this corporation, the corporation shall cease all professional activity until its shares are transferred to a person duly qualified or until the corporation is liquidated and dissolved, or until it is amended into a regular business corporation under Florida Statutes 607; and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: James C. Rowe, Esquire

Address: Riden, Earle & Kiefner, P.A.
100 - 2nd Avenue South - Ste. 400N
St. Petersburg, FL 33701

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: James C. Rowe, Esquire

Address: Riden, Earle & Kiefner, P.A.
100 - 2nd Avenue South - Ste. 400N
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set his hand and seal this 12th day of February, 1997, for the purpose of organizing this corporation under the laws of the State of Florida.



JAMES C. ROWE, ESQUIRE

ACKNOWLEDGEMENT:

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 provision of said Act relative to keeping open said office.



JAMES C. ROWE, ESQUIRE

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