

Samuel J. Falcone  
Certified Public Accountant

5835 White Cypress Drive  
Lake Worth, FL 33467  
Tel. (561) 642-2363  
Fax. (561) 433-2155

VIA US EXPRESS MAIL

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-02/12/97--01014--005  
\*\*\*122.50 \*\*\*122.50

February 10, 1997

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Samuel J. Falcone, P.A.

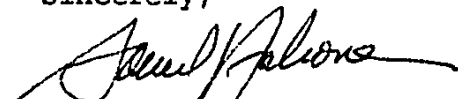
Gentlemen:

Enclosed is an original and one(1) copy of Articles of Incorporation and a check in the amount of \$122.50 as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50
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	\$ 122.50
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Please register these Articles and provide me with a certified copy as soon as possible. Thank you.

Sincerely,

  
Samuel J. Falcone

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF

SAMUEL J. FALCONE, P.A.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, who is lawfully licensed and authorized to practice the profession of Certified Public Accounting in the State of Florida, hereby intends to form a professional service corporation in accordance with Chapter 621, the Florida Professional Service Corporation Act, and Chapter 607 (as applicable) of the laws of the State of Florida, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME  
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The name of the corporation is:

Samuel J. Falcone, P.A.

ARTICLE II. DURATION  
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The period of the corporation's duration shall be perpetual unless sooner dissolved according to law.

ARTICLE III. PURPOSE  
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This corporation is organized for the following purposes:

a. To engage in the practice of Certified Public Accounting as a professional service corporation and to carry on services incident thereto. The practice of Certified Public Accounting is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and carry on any business activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation, as permitted by law.

c. The professional services of this corporation shall be carried out only through officers, employees and agents who are duly licensed and authorized to practice the profession of Certified Public Accounting under the laws of the State of Florida.

#### ARTICLE IV. CAPITAL STOCK

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The total number of shares of capital stock which the corporation shall be authorized to issue is One Thousand (1,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share. Shares of such stock of this corporation shall be issued only to those individuals or persons who are duly licensed and authorized to practice the profession of Certified Public Accounting under the laws of the State of Florida.

#### ARTICLE V. PREEMPTIVE RIGHT

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Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, to the extent permitted by law.

#### ARTICLE VI. CAPITALIZATION

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The amount of capitalization with which the corporation will begin to practice the profession of Certified Public Accounting is not less than One Thousand Dollars (\$1,000).

#### ARTICLE VII. PRINCIPAL OFFICE

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The address of the corporation's principal office is:  
5835 White Cypress Drive  
Lake Worth, Florida 33467.

#### ARTICLE VIII. REGISTERED AGENT

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The street address of the initial registered agent of this corporation is " 5835 White Cypress Drive, Lake Worth, Florida, 33467 " and the name of the initial registered agent is:

Samuel J. Falcone

#### ARTICLE IX. CORPORATE POWERS

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This corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

#### ARTICLE X. SUBSCRIBER/INCORPORATOR

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The person signing these articles of incorporation as the subscriber/incorporator is a Certified Public Accountant duly licensed and authorized under the laws of the State of Florida and his name and address is:

Samuel J. Falcone  
5835 White Cypress Drive  
Lake Worth, Florida 33467

#### ARTICLE XI. DIRECTORS

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The corporation shall initially have one director who is a Certified Public Accountant duly licensed and authorized under the laws of the State of Florida. The number of directors may be either increased or diminished from time to time to the extent permitted by law.

The name and address of the initial director is:

Samuel J. Falcone  
5835 White Cypress Drive  
Lake Worth, Florida 33467

#### ARTICLE XII. INDEMNIFICATION

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This corporation shall indemnify any officer, director or shareholder or any former officer, director or shareholder to the extent permitted by law.

#### ARTICLE XIII. AMENDMENTS

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To the extent permitted by law, this corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,  
this 10<sup>th</sup> day of February, 1997.

  
Samuel J. Falcone  
SUBSCRIBER/INCORPORATOR

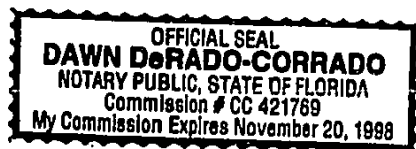
STATE OF FLORIDA       )  
                                  )   ss.  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me Samuel J. Falcone, who is personally known to me and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the County and State aforesaid, this 10<sup>th</sup> day of February, 1997.

  
NOTARY PUBLIC

My commission expires:




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

In compliance with Section 48.901, Florida Statutes, the  
following is submitted:

FIRST: That Samuel J. Falcone, P.A., desiring to  
organize under the laws of the State of Florida as a  
professional service corporation, with its principal place of  
business at 5835 White Cypress Drive, Lake Worth,  
Florida, 33467, County of Palm Beach, State of Florida,  
has named Samuel J. Falcone who is located at  
5835 White Cypress Drive, Lake Worth, Florida 33467 as its  
agent to accept service of process within the State of  
Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above stated professional service corporation, at the place  
designated in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions  
of all Statutes relative to the proper performance of my  
duties.

  
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Samuel J. Falcone, REGISTERED AGENT

DATE: FEBRUARY 10, 1997

97 FEB 11 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED