

P97000037492

Sam Zeoli, Jr.
Zeoli, McNulty Company, LLP
8413 Jacaranda Avenue
Seminole, Florida 33777-3619
813-392-4444

Florida Department of State
Secretary of State
Sandra B. Mortham
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

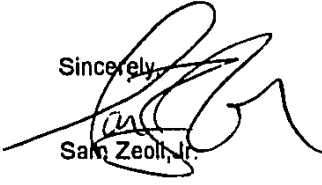
In Re: Articles of incorporation of - PHYLLIS ROGERS ACCOUNTING AND PAYROLL
SERVICES, INC.

Dear DOC,

Enclosed you will find two copies of the articles of incorporation for PHYLLIS ROGERS
ACCOUNTING AND PAYROLL SERVICES, INC.
for your review and certification. Please return one set of the articles after your review and
certification.

Also enclosed you will find a check in the amount of \$ 70.00 to cover fees and costs for the
incorporation.

Sincerely,


Sam Zeoli, Jr.

April 14, 1997

FILED
97 APR 28 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-9087
Bm 4/18/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 18, 1997

SAM ZEOLI, JR.
ZEOLI, MCNULTY COMPANY, LLP
8413 JACARANDA AVENUE
SEMINOLE, FL 33777-3619

SUBJECT: PHYLLIS ROGERS ACCOUNTING AND PAYROLL SERVICES INC.
Ref. Number: W97000009087

We have received your document for PHYLLIS ROGERS ACCOUNTING AND PAYROLL SERVICES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

Letter Number: 697A00019907

**ARTICLES OF INCORPORATION
OF
PHYLLIS ROGERS ACCOUNTING
AND PAYROLL SERVICES INC.**

FILED
97 APR 28 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, HEREBY EXECUTES THE FOLLOWING FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE GENERAL CORPORATION ACT OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

**ARTICLE I
NAME**

THE NAME OF THE CORPORATION SHALL BE - PHYLLIS ROGERS ACCOUNTING AND PAYROLL SERVICES INC.

**ARTICLE II
EXISTENCE**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

**ARTICLE III
PURPOSE**

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF PROVIDING ACCOUNTING, BOOKKEEPING AND PAYROLL SERVICES , AND ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

**ARTICLE IV
CAPITAL STOCK**

THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE 100 SHARES OF COMMON STOCK AT A PAR VALUE OF \$ 1.00 EACH.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

THE STREET ADDRESS AND THE OFFICAL MAILING ADDRESS OF THE CORPORATION AND INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 8413 JACARANDA AVENUE - SEMINOLE- FLORIDA 33777-3619.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS: SAM ZEOLI, JR.



SAM ZEOLI, JR. REGISTERED AGENT

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. THE CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME IN ACCORDANCE WITH THE PROVISIONS OF THE BY LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS:

PHYLLIS ROGERS
5100-45 AVENUE NO
ST. PETERSBURG, FLORIDA 33709

**ARTICLE VII
INCORPORATORS**

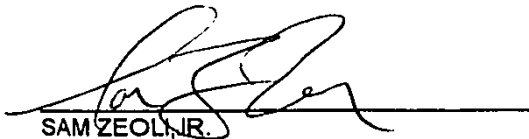
THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

SAM ZEOLI, JR.
8413 JACARANDA AVENUE
SEMINOLE, FLORIDA 33777

ARTICLE VIII
INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR EXECUTED THESE ARTICLES OF INCORPORATION ON THE 14TH. DAY OF APRIL 1997.


SAM ZEOLI, JR.

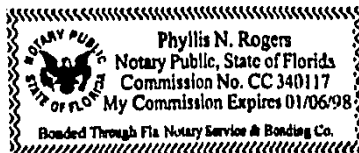
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE OF FLORIDA, DID PERSONALLY APPEAR SAM ZEOLI, JR., KNOWN TO ME TO BE THE PERSON WHO EXECUTED THESE ARTICLES OF INCORPORATION FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE SET MY HAND AND OFFICAL SEAL THIS 14TH. DAY OF APRIL 1997.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



**ACCEPTANCE AS REGISTERED AGENT
OF
PHYLLIS ROGERS ACCOUNTING AND PAYROLL SERVICES, INC.**

I, Sam Zeoli, Jr., having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.



SIGNATURE OF REGISTERED AGENT

4-24-97

DATE

FILED
97 APR 28 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA