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LINDA DAVIS TUCK
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JAMES F. McCOLLUM

May 12, 1997

KIMBERLY J. BENNETT
DAWN CROSSON
LEGAL ASSISTANTS

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Accounts Payable Professionals, Inc.

Gentlemen:

500002179995--7
-05/15/97--01076--003
*****122.50 *****122.50

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$122.50 to cover the filing fee (\$35.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

James F. McCollum

FILED
97 MAY 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JFM/kjb
enclosure(s)

cc: Client

W97-11561
MAY 19
2977A 00 028287



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

MCCOLLUM, OBERHAUSEN & TUCK, L.L.P.
129 S. COMMERCE AVENUE
SEBRING, FL 33870-3698

SUBJECT: ACCOUNTS PAYABLE PROFESSIONALS, INC.
Ref. Number: W97000011561

We have received your document for ACCOUNTS PAYABLE PROFESSIONALS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 597A00026686

ARTICLES OF INCORPORATION
OF
ACCOUNTS PAYABLE PROFESSIONALS, INC.

FILED
97 MAY 23 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. NAME. The name of the corporation is: **ACCOUNTS PAYABLE PROFESSIONALS, INC.**

Article 2. DURATION. The duration of the corporation is perpetual.

Article 3. PURPOSE. The 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 and to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Article 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 5,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. INITIAL REGISTERED OFFICE AND AGENT. The principal address as well as the street address of the initial Registered Office of the corporation is 129 South Commerce Avenue, Sebring, Florida, 33870, and the name of its initial Registered Agent at that address is James F. McCollum.

Article 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one (1). 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 name and address of each initial Director of the corporation is as follows:

NAME OF DIRECTOR

Beverly Brando Gillilan

ADDRESS

1708 Queen Avenue
Sebring, FL 33870

Article 7. INCORPORATORS. The name and address of the Incorporator is James F. McCollum, 129 South Commerce Avenue, Sebring, Florida, 33870.

Article 8. 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.

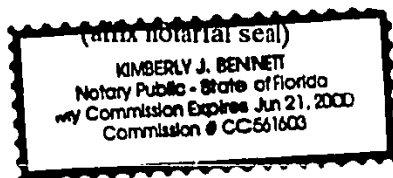
Article 9. ACCEPTANCE BY REGISTERED AGENT. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

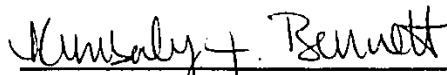


James F. McCollum, Incorporator

State of Florida
County of Highlands

Sworn to and subscribed before me this 12th day of May, 1997, by James F. McCollum, who is personally known to me.

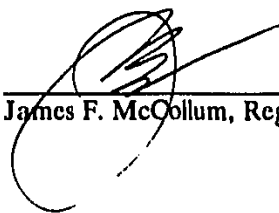




Signature of Notary Public - State of Florida

The undersigned hereby accepts the appointment as Registered Agent of ACCOUNTS PAYABLE PROFESSIONALS, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 12th day of May, 1997.



James F. McCollum, Registered Agent

FILED
MAY 23 PM 3:28
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF SEBRING