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NAME: JOHN RALPH & ASSOCIATES, P.A.
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ARTICLES OF INCORPORATION

97 JUN -5 AM 7:57

OF

JOHN RALPH & ASSOCIATES, P.A.

The undersigned, licensed or otherwise legally authorized to practice accounting by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is JOHN RALPH & ASSOCIATES, P.A., and its principal office or mailing address is 7005 Central Avenue, St. Petersburg, FL 33710.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the following purposes:

- (a) To engage in every aspect of the practice of accounting and all of its fields of specialization as are engaged in by accounting firms in this state.
- (b) To engage and render the professional service involved only through its officers, agents and employees who are accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this Corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To own real and personal property necessary for the rendering of professional services hereby authorized.
- (e) To engage in no other business other than rendering of the professional services herein specified.

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
(813) 822-2033

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ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value voting common stock and 10,000 shares of \$.10 par value non-voting common stock. Shares of the Corporation's stock and certificates therefor shall be issued only to accountants 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 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7005 Central Avenue, St. Petersburg, FL 33710, and the name of the initial registered agent is JOHN F. RALPH, JR.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME**ADDRESS**

JOHN F. RALPH, JR. 7005 Central Avenue, St. Petersburg, FL 33710

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME**ADDRESS**

JOHN F. RALPH, JR. 294 Monte Cristo Blvd., Tierra Verde, FL 33716

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of June, 1997.


JOHN F. RALPH, JR.

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 5th day of June, 1997.


JOHN F. RALPH, JR., Registered Agent