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ACCOUNT NO. : 072100000032

REFERENCE : 432611 4313196

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 18, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 432611-005

CUSTOMER NO: 4313196

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****122.50 ****122.50

CUSTOMER: Steve L. Henderson, Esq
MOSS, HENDERSON ET AL.

817 Beachland Blvd. Bx 3406

Vero Beach, FL 32964

DOMESTIC FILING

NAME: MORGAN, JACOBY, THURN &
ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

97 JUN 18 PM 12:08
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 18 AM 11:37
DIVISION OF CORPORATION

JUN 18 1997

ARTICLES OF INCORPORATION

OF

MORGAN, JACOBY, THURN & ASSOCIATES, P.A.

FILED

97 JUN 18 PM 12:08

STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed certified public accountants authorized to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida:

Article I

Name of Corporation

The name of the corporation is MORGAN, JACOBY, THURN & ASSOCIATES, P.A.

Article II

Principal Office

The principal office and mailing address of this corporation is 700 20th Street, Vero Beach, Florida 32960.

Article III

Purpose

The professional service corporation is formed to engage in every phase and aspect of the practice of accounting. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

Article IV

Term of Existence

The professional service corporation shall have a perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

Article V

Capital Stock

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

Article VI
Initial Registered Office and Agent

The address of the corporation is 700 20th Street, Vero Beach, Florida 32960. The name of the initial registered agent of this corporation at that address is Keith H. Morgan, Jr.

Article VII
Board of Directors

The business of the corporation is to be managed by its Board of Directors. The initial Board of Directors shall consist of 3 members. The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Keith H. Morgan, Jr.	700 20th Street Vero Beach, Florida 32960
Casper J. Jacoby, IV	700 20th Street Vero Beach, Florida 32960
Andrea B. Thurn	700 20th Street Vero Beach, Florida 32960

Article VIII
Subscribers

The names and street addresses of the persons signing the Articles of Incorporation as subscribers, who are certified public accountants duly licensed under the laws of the State of Florida to render services as such are:

<u>Name</u>	<u>Address</u>
Keith H. Morgan, Jr.	700 20th Street Vero Beach, Florida 32960
Casper J. Jacoby, IV	700 20th Street Vero Beach, Florida 32960
Andrea B. Thurn	700 20th Street Vero Beach, Florida 32960

Article IX
Voting Trust

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

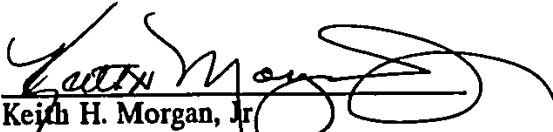
Article X
Restraint on Alienation of Shares

The shareholders of the corporation shall have the power to include in the By-Laws duly adopted by the stockholders or in a separate Shareholders Agreement, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of the death of any shareholder.

Article XI
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote, unless all the directors and all the shareholders sign a written statement notifying their intention that a certain amendment of these Articles of Incorporation be made.

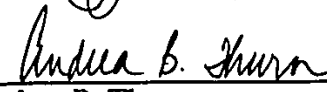
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of JUNE, 1997.



Keith H. Morgan, Jr.



Casper J. Jacoby, IV




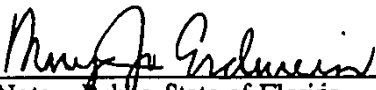
Andrea B. Thurn

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on the 16 day of June, 1997, personally appeared before me KEITH H. MORGAN, JR., who is personally known or has shown _____ as identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.


(Notarial Seal)  Mary Jo Erdwein
Notary Public, State of Florida
Commission No. CC 495539
My Commission Expires 11/30/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.



Notary Public, State of Florida
at Large.
My Commission expires: 11/30/1999

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on the 16 day of June, 1997, personally appeared before me CASPER J. JACOBY, IV, who is personally known or has shown _____ as identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.


(Notarial Seal)  Mary Jo Erdwein
Notary Public, State of Florida
Commission No. CC 495539
My Commission Expires 11/30/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.



Notary Public, State of Florida
at Large.
My Commission expires: 11/30/1999

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on the 16 day of June, 1997, personally appeared before me ANDREA B. THURN, who is personally known or has shown _____ as identification, and she acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.

(Notarial Seal)  Mary Jo Erdwein
Notary Public, State of Florida
Commission No. CC 495539
My Commission Expires 11/30/99
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Notary Public, State of Florida
at Large.
My Commission expires: 11/30/99

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

The following is submitted in compliance with Section 48.091, Florida Statutes:

MORGAN, JACOBY, THURN & ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named KEITH H. MORGAN, JR., State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

By 
KEITH H. MORGAN, JR.

FILED
CLERK OF DISTRICT COURT
JAN 10 2003
TALLAHASSEE, FLORIDA

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