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FRAZIER & FRAZIER

ATTORNEYS AT LAW

SUITE A

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JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER

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July 11, 1997

VIA UPS NEXT DAY AIR

EFFECTIVE DATE
7-11-97

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
JUL 14 PM 12:37
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-07/14/97--01154--001
****140.00 *****70.00

Gentlemen:

Please find enclosed herewith Articles of Incorporation for each of the following corporations:

(a) Two executed copies of Articles of Incorporation for Small Business Accounting Services, Inc., together with Certificate Designating Registered Agent.

(b) Two executed copies of Articles of Incorporation for MSW Financial Services, Inc., together with Certificate Designating Registered Agent.

(c) Check payable to the Secretary of State in the total amount of \$140.00 to cover the filing fee and the Registered Agent's fee for both corporations.

If either one or both of the foregoing corporate names are unavailable for use, in order to cover that contingency, I have also enclosed herewith (i) two fully executed copies of Articles of Incorporation of Small Business Financial Services, Inc., which is intended to be the alternate name for Small Business Accounting Services, Inc. and (ii) two fully executed copies of Articles of Incorporation of MSW Financial Services of Jacksonville, Inc., which is intended to be the alternate name variation for MSW Financial Services, Inc. should that name prove to be unavailable. Please use these alternate sets of Articles of Incorporation only if either one or both of the corporate names for the Articles of Incorporation set forth in subparagraphs (a) and (b) above are unavailable for use.

With respect to the commencement of corporate existence, please notice that Article II of both sets of Articles of Incorporation specifies that the corporation's commencement of existence shall be the date of execution of the enclosed Articles of Incorporation.

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Corporate Records Bureau
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I would greatly appreciate it if you would please affix your receiving stamp on the extra executed copy of each set of Articles of Incorporation that are actually filed and return same to me as acknowledgment copies.

Thank you for your attention to these matters.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'W. Robinson Frazier', written in a cursive style.

W. Robinson Frazier

WRF:dbh
Enclosures

cc: Mr. John L. Smith, CPA

EFFECTIVE DATE
7-11-97

ARTICLES OF INCORPORATION
OF
MSW FINANCIAL SERVICES, INC.

FILED
97 JUL 14 PM 12:37
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 I.

The name of the corporation is MSW Financial Services, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and

and description with any person, firm, association, or corporation, municipality, body politic, country, territory, estate, government, or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V.

The street address of the initial registered office of the

ARTICLE VI.

The principal office of the corporation is 1909 Farragut Place, Jacksonville, Florida 32207.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is four (4). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
John L. Smith	1909 Farragut Place Jacksonville, FL 32207
Thomas J. Ward	1909 Farragut Place Jacksonville, FL 32207
Gary W. Lee	1909 Farragut Place Jacksonville, FL 32207
Steven D. Rawlins	1909 Farragut Place Jacksonville, FL 32207

ARTICLE VIII.

The name and address of the incorporator is as follows:
W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Jacksonville, Duval County, Florida, on this 11th day of July, 1997.

 (SEAL)
W. Robinson Frazier, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. ROBINSON FRAZIER, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 11th day of July, 1997.



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PRO-
CESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091**

In pursuance of Section 48.091, Florida Statutes, the follow-
ing is submitted in compliance with said statute section:

First: That MSW Financial Services, Inc., desiring to orga-
nize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at City of
Jacksonville, Duval County, State of Florida, has named W. Robin-
son Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Flo-
rida 32204, as its agent to accept service of process within the
state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said statute section relative to keeping open
said office on this 11th day of July, 1997.

By: _____

W. Robinson Frazier,
Registered Agent

SEC
TALL

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