

P 97 0000 665 49

July 28, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Subj: Incorporation of Harris & Hinds, CPA, P.A.

Dear Sir:

100002252891--2

-07/30/97--01093--004

****122.50 ****122.50

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 3475 Lost Canyon Place, Cocoa, FL. 32926.

If there are any questions concerning this filing, please contact me at (407) 638-1558 or (407) 631-1363.

Thank you for your assistance in this matter.

Sincerely,

Kenneth G. Harris
Kenneth G. Harris, CPA, P.A.

FILED
97 JUL 30 AM 9:09
DIV. OF CORP.
TALLAHASSEE, FLORIDA

T.M. - 8/1/93

ARTICLES OF INCORPORATION
OF

HARRIS & HINDS, CPA, P.A.

ARTICLE I. NAME

The name of this corporation is

HARRIS & HINDS, CPA, P.A.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business. The specific purpose is to provide accounting and tax services.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common Shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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97 JUL 30 AM 9:09
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1835 North Banana River Drive, Merritt Island, Florida 32952, and the name of the initial registered agent of the corporation at that address is Rhonda L. Hinds, CPA, P.A.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is:

Kenneth G. Harris, CPA, P.A.
3475 Lost Canyon Place
Cocoa, Florida 32926

Rhonda L. Hinds, CPA, P.A.
1835 North Banana River Drive
Merritt Island, Florida 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3475 Lost Canyon Place, Cocoa, Florida 32926, and the mailing address of the corporation is 3475 Lost Canyon Place, Cocoa, Florida 32926.

ARTICLE IX INCORPORATOR

The name and address of the person signing these articles is:

Rhonda L. Hinds, CPA, P.A.
1835 North Banana River Drive
Merritt Island, Florida 32952

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 28th day of July, 1997.

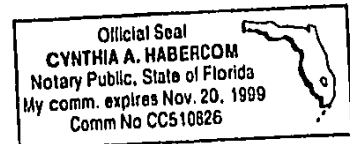
Rhonda L. Hinds, CPA, P.A.
Rhonda L. Hinds, CPA, P.A.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of July, 1997.

Cynthia E. Habecom
Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes,
the following is submitted:

That Harris & Hinds, CPA, P.A., desiring to organize under the laws of the
State of Florida, with its principal office at 3475 Lost Canyon Place, Cocoa,
Florida 32926, has named Rhonda L. Hinds, CPA, P.A., located at 1835 North
Banana River Drive, Merritt Island, Brevard County, Florida 32952, as it's
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been name to accept service of process for the above named
Corporation, at the place designated in this certificate, the undersigned agrees
to act in this capacity, relative to keeping the designated office open.

Rhonda L. Hinds, CPA, P.A.

Rhonda L. Hinds, CPA, P.A.

Registered Agent

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97 JUL 30 AM 9:09
TALLAHASSEE, FLORIDA