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Return to
File ASAP

August 7, 1997

FILED
97 AUG 12 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attorneys' Title Insurance Fund
ATTN: Barbara Keys
660 E. Jefferson Street
Suite 200
Tallahassee, Fl 32301

800002264338--3
-08/12/97--01019--010
***122.50 ***122.50

RE: TAYLOR & WAINIO, CPA'S, P.A.

Dear Ms. Keys:

Enclosed are the original and one copy of the proposed Articles of Incorporation in reference to the captioned corporation.

Please file the articles immediately and return to me through the Duval Branch. I would request that you fax me a copy after the articles are filed.

I am enclosing a check for \$122.50 for the Filing Fee, Certified Copy of Charter and Resident Agent Fee. I understand you will be my office for your fee of \$10.00.

Please contact me if you need any additional information.

Respectfully yours,

David M. Andrews

RECEIVED
97 AUG 12 AM 9:51
DIVISION OF CORPORATION

DMA/dda
Enclosures
cc: Dail Taylor

K.R. AUG 12 1997

FILED
97 AUG 12 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TAYLOR & WAINIO, CPA'S, P.A.

The undersigned subscriber DAIL A. TAYLOR to these articles of incorporation, being duly licensed to practice ACCOUNTING under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I
NAME

The name of the professional service corporation is TAYLOR & WAINIO, CPA'S, P.A.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 100 South Park Boulevard, Suite 414, St. Augustine, Fl 32086.

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 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 3,000 shares of common stock at \$1.00 par value per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice **ACCOUNTING** in the State of Florida.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 100 South Park Boulevard, Suite 414, St. Augustine, Florida. The name of the initial registered agent at that address is **DAIL A. TAYLOR**.

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consists of 2 members. The name(s) and address(es) of the member(s) of the first board of directors is/are:

NAME	ADDRESS
DAIL A. TAYLOR	316 Redwing Lane St. Augustine, Fl 32084
FREDRICK J. WAINIO, JR.	3056 Cypress Creek Drive E Ponte Vedra Beach, FL 32082

ARTICLE VIII
SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) is/are:

NAME	ADDRESS
DAIL A. TAYLOR	316 Redwing Lane St. Augustine, Fl 32084

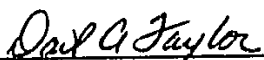
ARTICLE IX
RESTRAINT OF ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice ACCOUNTING in the State of Florida, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 6th day of AUGUST, 1997.



DAIL A. TAYLOR

STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing articles of incorporation were acknowledged by
DAIL A. TAYLOR before me on 6 day of August, 1997 who
is personally known to me or who produced na as
identification, and who did/did not take an oath..



DEBORAH D STRUHAR
My Commission CC468284
Expires May. 31, 1998
Bonded by HAI
800-422-1555

Deborah D. Struhar
Notary Public

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT TAYLOR & WAINIO, CPA'S, P.A. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, HAS NAMED DAIL A. TAYLOR, LOCATED AT 100 South Park
Blvd., Suite 414, OF THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAYLOR & WAINIO, CPA'S, P.A.

Signature: Dail A. Taylor
(Corporate Officer)

Title: PRESIDENT

Date: 8/6/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Signature: Dail A. Taylor

Resident Agent - DAIL A. TAYLOR

Date: 8/6/97