

Pyramid Accounting & Consulting, Inc.

16880 Gator Road, Suite 108

Fort Myers, FL 33912

(941) 267-8338 Voice (941) 998-2443 Beeper

P97000069938

July 16, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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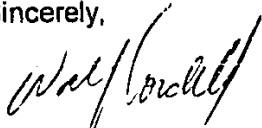
RE: Pyramid Accounting and Consulting, Inc..

Dear Sir or Madam;

Please find attached the original and one copy of the Articles of Incorporation for Pyramid Accounting and Consulting, Inc., along with their check for \$122.50

Feel free to contact us at (941) 267-8338 should you need any further information.

Sincerely,



Wally V. Cordell
Certified Public Accountant

WVC/jmb

D. BROWN AUG 13 1997

**ARTICLES OF INCORPORATION
OF
PYRAMID ACCOUNTING & CONSULTING, INC.**

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THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DOES HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THIS CORPORATION IS PYRAMID ACCOUNTING & CONSULTING, INC.

ARTICLE II

THE DURATION OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE III

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV

THE AMOUNT OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ONE HUNDRED SHARES (100) AT ONE DOLLAR (\$1.00) PAR VALUE STOCK, WHICH SUCH STOCK SHALL BE NON-ASSESSABLE TO BE HELD, SOLD AND PAID FOR AT SUCH TIME AND IN SUCH MANNER AS THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, DETERMINE, ALL OF THE CAPITAL STOCK SHALL BE COMMON STOCK.

ARTICLE V

THE CORPORATION SHALL COMMENCE BUSINESS ON FILING WITH THE SECRETARY OF STATE.

ARTICLE VI

THE PRINCIPAL PLACE FOR THE TRANSACTION OF ITS BUSINESS SHALL BE 16880 GATOR ROAD SUITE 108, FORT MYERS, FL 33912. THAT SAID CORPORATION SHALL HAVE THE AUTHORITY TO DO BUSINESS AT SUCH OTHER PLACE OR PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA, AS THE CORPORATION MAY BE RESOLUTION DESIGNATE.

ARTICLE VII

THIS CORPORATION SHALL HAVE A BOARD OF (1) DIRECTOR, AND, THE BOARD MAY BE INCREASED TO NOT MORE THAN (5) DIRECTORS. THE NUMBER OF DIRECTORS EACH YEAR MAY BE DETERMINED BY THE SHAREHOLDERS AT THEIR ANNUAL MEETING, OR MAY BE FIXED BY THE BY-LAWS.

ARTICLE VIII

THE OFFICERS BY WHOM THE BUSINESS OF SAID CORPORATION SHALL BE CONDUCTED SHALL BE PRESIDENT, WHO SHALL BE A DIRECTOR, A VICE-PRESIDENT, A SECRETARY AND A TREASURER AND SUCH OTHER OFFICERS AND AGENTS AND DIRECTORS, WHO SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICE FOR SUCH TERM AND HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS AS DETERMINED BY THE BOARD OF DIRECTORS. THE NAME AND ADDRESS OF THE OFFICERS AND FIRST BOARD OF DIRECTORS WHO SHALL CONDUCT THE BUSINESS OF THE CORPORATION UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED FOLLOWING THE FIRST MEETING OF SHAREHOLDERS SHALL BE:

WALLY V. CORDELL
8144 NEW JERSEY BOULEVARD
FORT MYERS, FL 33912

PRESIDENT

ARTICLE IX

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION WITH THE AMOUNT OF STOCK SUBSCRIBED FOR AND AGREED TO BE TAKEN IS AS FOLLOWS:

WALLY V. CORDELL
8144 NEW JERSEY BOULEVARD
FORT MYERS, FL 33912

100 SHARES

ARTICLE X

THE DIRECTORS SHALL BE ELECTED BY SHAREHOLDERS AT THEIR ANNUAL MEETING, AND THE OFFICERS SHALL BE ELECTED BY THE DIRECTORS AT THEIR ANNUAL MEETING, BOTH OF WHICH WILL BE HELD AT THE PRINCIPAL OFFICE OF THE CORPORATION, OR AT SUCH OTHER PLACE AS MAY BE PROVIDED BY THE BY-LAWS, OR MAY OTHERWISE BE AGREED UPON.

ARTICLE XI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 16880 GATOR ROAD, SUITE 108, FORT MYERS, FL 33912, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS WALLY V. CORDELL

ARTICLE XII

EACH SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE XIII

THE INITIAL BY-LAWS OF THIS CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS. THE BY-LAWS MAY BE AMENDED FROM TIME TO TIME BY EITHER THE SHAREHOLDERS OR THE DIRECTORS. THE SHAREHOLDERS MAY AMEND, ALTER, OR REPEAL ANY BY-LAWS ADOPTED BY THE DIRECTORS. THE DIRECTORS MAY NOT ALTER, AMEND, OR REPEAL ANY BY-LAW WHICH WOULD BE IN CONFLICT WITH THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

IN WITNESS WHEREOF, I, THE UNDERSIGNED BEING THE ORIGINAL SUBSCRIBER TO THE CAPITAL STOCK HEREINBEFORE MENTIONED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO MAKE, SUBSCRIBE, ACKNOWLEDGE, AND FILE THE FOREGOING ARTICLES OF INCORPORATION, HEREBY RESPECTIVELY AGREE TO TAKE THE NUMBER OF SHARES OF STOCK HEREINBEFORE SET FORTH AT THE CONSIDERATION STATED, AND ACCORDINGLY SET OUR HANDS AND SEALS AT 16880 GATOR ROAD, SUITE 108, FORT MYERS, FL 33912, ON JULY 10TH, 1997

I UNDERSTAND AND ACCEPTS THE DUTIES
AND RESPONSIBILITIES AS REGISTERED
AGENT FOR THE ABOVE
NAMED CORPORATION.

Wally V. Cordell
signature

WALLY V. CORDELL

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