

P97000073878
Mary E. Gardner, CPA

August 14, 1997

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-08/27/97--01085--011
*****70.00 *****70.00

Secretary of State
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are two sets of Articles of Incorporation for ATKINSON PROFESSIONAL SERVICES, INC. and a check in the amount of \$70.00.

Please send the copy to my office as authorized by the attached letter from the stockholder. I appreciate your help.

Sincerely,

Mary E. Gardner
Mary E. Gardner, CPA

FILED
97 AUG 25 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mary Gardner GAVE
AUTHORIZATION BY PHONE TO
CORRECT type please process
DATE on check # 1933
DOC. EXAM BR 8/26/97

308,109,

W97-19635



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1997

MARY E GARDNER, CPA
7000 BAYWOOD DRIVE
ROSWELL, GA 30076

SUBJECT: ATKINSON PROFESSIONAL SERVICES, INC.
Ref. Number: W97000019635

We have received your document for ATKINSON PROFESSIONAL SERVICES, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

Please sign and return your check in order to complete your filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 397A00042756

ARTICLES OF INCORPORATION
OF
ATKINSON PROFESSIONAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ATKINSON PROFESSIONAL SERVICES, INC..

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its objectives and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided, and it shall have all the powers conferred by the laws of the State of Florida upon business corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish, carry on, conduct, maintain and manage a business for personal services and to do any such act whether within the State of Florida or the United States of America; and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes of or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or the benefit of this corporation.

The foregoing and following provisions shall be construed as objects and powers in the furtherance and not in the limitation of the general powers conferred by the laws of the State of Florida and enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent, and as full as individuals might or could do as principles, agents, contractors or otherwise.

ARTICLE III

At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in number, of the issued and outstanding shares of stock, shall be necessary to constitute a quorum for the transaction of any business. The affirmative vote of a majority represented at the meeting shall be necessary to adopt any resolution, carry any motion or take any corporate action which requires the vote of shareholders. As to the election of the Board of Directors, voting rights shall be cumulative.

ARTICLE IV

The maximum shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1000) shares at One Dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

The Board of Directors of this corporation shall be composed of at least one Director.

ARTICLE VI

This corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE VII

The number of Directors of this corporation shall be fixed from time to time by resolution of the shareholders of this corporation at their annual meeting prior to the election of directors, none of whom need be shareholders of the corporation. They shall be elected by a majority of the shareholders present and participating at the annual meeting of the corporation to be held as prescribed by bylaws and shall hold office after their election until their respective successors are duly elected and qualified.

The original bylaws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter, the said bylaws may be amended by the Board of Directors at any regular meeting of said Board or at any special meeting for which said meeting is called by a majority of the Directors present. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid-in); and the corporation may, by and through its Board of Directors, purchase, sell and trade in the bonds

or capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the manner provided by law of the corporation's stock, then, to the extent that such shares are not re-issued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be re-issued, except as provided by law.

The Board of Directors shall elect the officers of this corporation, who shall consist of no less than one Director. One of the officers is required to be a shareholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified unless it is provided by the bylaws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the bylaws or resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation are or have interest in or are a director or officer of or directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be in any way indebted.

ARTICLE VIII

The principal place of business of this corporation shall be 3939 North Washington Blvd., Sarasota, Florida 34234, Sarasota County, but it shall have the power to transact business in any other place or places within or without the State of Florida and throughout the world. The annual meeting of shareholders shall be held at the designated place by the Board of Directors.

ARTICLE IX

The corporation shall have the power to grant to the shareholders of record at the time of the issuance of any additional stock beyond the original authorized maximum number of one thousand shares herein before provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered shareholders for sale at the stated value thereof before there shall be an offer to sell said stock to persons other than said shareholders. The terms and other details of such offer including the time of its

acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE X

The corporation shall have the power to include in its bylaws any regularity or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its shareholders or in the event of death of any of its shareholders. The manner and form, as well as all relevant terms, conditions and details hereof shall affect the rights of third parties without actual knowledge thereof, unless such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XI

The names and post office address of the subscribers who shall service as the first Directors of the Board and officers of the corporations shall hold office until successors are elected or appointed and have qualified, are as follows:

Jeffrey Atkinson	President	50
3939 North Washington Blvd.	Treasurer	Shares
Sarasota, Florida 34234		
Patricia Atkinson	Vice-President	50
3939 North Washington Blvd	Secretary	Shares
Sarasota, Florida 34234		

ARTICLE XII

The amount of capital with which the corporations shall begin business is One Hundred (\$100) Dollars.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

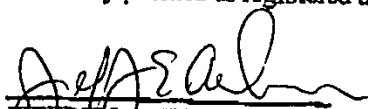
1. The name of the corporation is Atkinson Professional Services, Inc.
2. The name and address of the registered agent and office is:

Jeffrey Atkinson
3939 North Washington Blvd.
Sarasota, Florida 34234


JEFFREY ATKINSON

8-12-97
DATE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JEFFREY ATKINSON

8-12-97
DATE

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97 AUG 25 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we the undersigned subscribers above named
as the incorporators of ATKINSON PROFESSIONAL SERVICES, INC.
hereunto set my hand and seal this 11th day of August 1997.

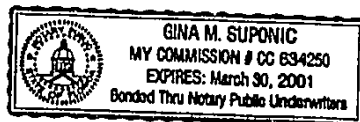
Jeffrey Atkinson
JEFFREY ATKINSON

STATE OF FLORIDA
COUNTY OF Manatee

Before me the undersigned authority, this day personally appeared
JEFFREY ATKINSON, to me known to be the person described in the foregoing
Articles of Incorporation, who acknowledged to me that he executed the same as
his free and voluntary act and deed for the use and purposes therein set forth and
expressed.

Sworn to and Subscribed before me this 11th day of August,
1997.

Gina M. Suponic
Notary Public, State of Florida
My Commission Expires: 3/30/01



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA