

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Audit America, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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✓ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Name Reservation _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

✓ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

Signature

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Name _____

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ARTICLES OF INCORPORATION

OF

Audit America, Inc.

ARTICLE I NAME

The name of the corporation is **Audit America, Inc.**

ARTICLE II DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of accounting and auditing services and any other business not prohibited by law.

ARTICLE IV CAPITAL STOCK

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2811 Northwest 41st Street, Building C, Gainesville, Florida 32606, and the name of the initial registered agent of this corporation at that address is Douglas H. Thompson, Jr.

ARTICLE VI DIRECTOR

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the members of the first Board of Directors of the corporation is:

Name	Address
Douglas H. Thompson, Jr.	2416 Northwest 23rd Terrace Gainesville, Florida 32605

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII INITIAL PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 2811 Northwest 41st Street, Building C, Gainesville, Florida 32606.

ARTICLE VIII RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

ARTICLE IX BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X INCORPORATOR

The name and street address of the incorporator of this corporation is:

Name	Address
Douglas H. Thompson, Jr.	2416 Northwest 23rd Terrace Gainesville, Florida 32605

ARTICLE XI OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name	Address
President Douglas H. Thompson, Jr.	2416 Northwest 23rd Terrace Gainesville, Florida 32605
Secretary William W. Thompson	4320 Northwest 69th Street Gainesville, Florida 32606
Treasurer William W. Thompson	4320 Northwest 69th Street Gainesville, Florida 32606

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**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators has executed these Articles the 30th day of June, 1997.

Douglas H. Thompson, Jr.
DOUGLAS H. THOMPSON, JR.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.

Douglas H. Thompson, Jr.
DOUGLAS H. THOMPSON, JR.
2416 Northwest 23rd Terrace
Gainesville, Florida 32605
Dated: June 30, 1997

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