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ROBERT M. FRANKLIN, P.A.
CERTIFIED PUBLIC ACCOUNTANT
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MEMBER
AMERICAN INSTITUTE OF
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TEL.: (954) 752-0082
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August 29, 1997

Secretary of State
Department of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Gregg E. Nicholls, CPA, P.A.

300002286049--9
-03/05/97--01099--006
*****122.50 *****122.50

TO WHOM IT MAY CONCERN

Attached please find the appropriate Articles of Incorporation for the above referenced new corporation, along with a check in the amount of \$122.50 for the filing fee and certificate.

Please send the completed paperwork back to me at the following address:

Robert M. Franklin, PA
3300 N. University Drive #604
Coral Springs, FL 33065

Regards,


Gregg E. Nicholls

W971-20626

FILED
97 SEP 16 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL SEP 16 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1997

ROBERT M. FRANKLIN, PA
3300 N. UNIVERSITY DRIVE #604
CORAL SPRINGS, FL 33065

SUBJECT: GREGG E. NICHOLLS, CPA, P.A.
Ref. Number: W97000020626

We have received your document for GREGG E. NICHOLLS, CPA, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 797A00044654

**ARTICLES OF INCORPORATION
OF**

GREGG E. NICHOLLS, CPA, P.A.

FILED
97 SEP 16 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is **GREGG E. NICHOLLS, CPA, P.A.**

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida. The specific nature of business of the professional association is to operate as a Certified Public Accountant.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five thousand (5,000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principal office and mailing address of the corporation is:

Gregg E. Nicholls, CPA, P.A.
3300 N. University Drive, #604
Coral Springs, FL 33065

FILED

97 SEP 16 AM 8:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the Initial Registered Agent of this corporation is:

Gregg E. Nicholls
3300 N. University Drive, #604
Coral Springs, FL 33065

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation shall be:

Gregg E. Nicholls
3300 N. University Drive, #604
Coral Springs, FL 33065

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Gregg E. Nicholls
3300 N. University Drive, #604
Coral Springs, FL 33065

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of August, 1997.


Gregg E. Nicholls

REGISTERED AGENT ACCEPTANCE

I hereby acknowledge that I am familiar with and accept the duties of Registered Agent for GREGG E. NICHOLLS, CPA, P.A.


Gregg E. Nicholls

**STATE OF FLORIDA
COUNTY OF BROWARD**

before me, a Notary Public authorized to take acknowledgments in the State and County
set forth above, personally appeared:

GREGG E NICHOLS

FL. DRIVERS LICENSE N242385-53 059-0
form of identification

known to me and known to be the person who executed the foregoing Articles of
Incorporation, who acknowledged before me that he executed these Articles of
Incorporation, that I relied upon the forms of identification of the above named persons as
indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal of the County and State last aforesaid this
29th day of August, 1997.

Susan Mary Glancy
Notary signature



SUSAN MARY GLANCY
My Commission CC528425
Expires Feb. 02, 2000

Susan Mary Glancy
Printed notary signature