

P97000088098

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

Re: SCHAIN : WILLIAMS, CPAs', P.A.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please send the Certified Copy of the Articles and letter to our accountants:

SCHAIN : Co.
2699 STIRLING RD, Suite B-206
FT. LAUDERDALE, FL 33312

Very truly yours,

Lamm Williams
(Individual's Name)

400002304644--0

-09/26/97--01060--003

****122.50 ****122.50

SCHAIN : WILLIAMS, CPAs', P.A.
(Name of Corporation)

Mailing Address of Corporation:

2699 STIRLING RD, Suite B-206
FT. LAUDERDALE, FL 33312

~~1997-22359~~
C-13-97
9-30-97
WS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1997

IRWIN WILLIAMS
2699 STIRLING RD., SUITE B-206
FT. LAUDERDALE, FL 33312

SUBJECT: SCHAIN & WILLIAMS, CPAS, P.A.
Ref. Number: W97000022359

We have received your document for SCHAIN & WILLIAMS, CPAS, 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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 897A00048175

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is SCHAIN: WILLIAMS, CPAs, P.A.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2699 STIRLING ROAD, SUITE B-206
FT. LAUDERDALE, FLORIDA 33312

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting .

BUSINESS AS CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 300 shares of NO par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2699 STIRLING ROAD, SUITE B-206
FT. LAUDERDALE, FL 33312

and the name of the initial registered agent of this corporation at that address is:

IRWIN WILLIAMS

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have One (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Director(s) are:

RON SCHAIN 2699 STIRLING RD, # B-206 FT. LAUD, FL 33312
IRWIN WILLIAMS 2699 STIRLING RD, # B-206 FT. LAUD, FL 33312

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

IRWIN WILLIAMS
2699 STIRLING RD, Suite B-206
FT. LAUDERDALE, FL 33312

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: 9/23/97

By Leonard Williams

(Incorporator)

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent

of

SCHAIN 'WILLIAMS, CPAS', P.A.
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

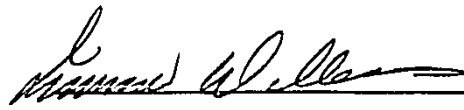
at 2699 STIRLING Rd, Suite B-206
FT. LAUDERDALE, FL 33312

has named IRWIN WILLIAMS

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)