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KEELEY, HAYES, DUDLEY, CAPPELLER & MEEKER

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

LAKE WYMAN PLAZA, SUITE 314

2424 NORTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33431-7781

FILED

NOV -5 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOSEPH F. KEELEY, P.A.
JAMES B. HAYES, P.A.
EVERETT H. DUDLEY, JR. P.A. *
JOHN M. CAPPELLER, JR. P.A.
EUGENE S. GARRETT, P.A.
RICHARD J. MAITA, P.A.

BOCA RATON (561) 392-4300
BROWARD (954) 421-0222
FAX (561) 392-4409

RUSLEY C. MEEKER (1931-1995)

*Member of Florida and
Massachusetts Bars

October 31, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: CERTIFIED ACCOUNTING AND TAXES, INC.

Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for Certified Accounting and Taxes, Inc.;
2. Check in the amount of \$122.50 payable to the Department of State representing the filing fee.

Please return a copy of the filed Articles of Incorporation to this office.

If you have any questions, please call me.

Sincerely,

RICHARD J. MAITA, P.A.

BY: *Richard J. Maita*

cc: Anthony P. Tyler
Matt Auslander
Joan Jord Daniels

Enclosures noted

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**ARTICLES OF INCORPORATION
OF
CERTIFIED ACCOUNTING AND TAXES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name

The name of this corporation is CERTIFIED ACCOUNTING AND TAXES, INC.

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of these Articles of Incorporation.

Article 3 - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000.00) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article 5 - Initial Registered Office and Agent

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

6718 North State Road 7
Coconut Creek, Florida 33073

and the name of the initial registered agent of this corporation at that address is: Richard J. Maita.

Article 6 - Principal Office and Mailing Address

The principal office of this corporation is:

5375 Sterling Road
Davie, Florida 33314

and the mailing address of this corporation is:

5375 Sterling Road
Davie, Florida 33314

Article 7 - Management of Corporation

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

Article 8 - Incorporator

The name and address of the persons signing these articles is:

ANTHONY P. TYLER
520 N.E. 20th Street, #814
Wilton Manors, Florida 33305

Article 9 - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article 10 - Indemnification

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

Article 11 - Amendment

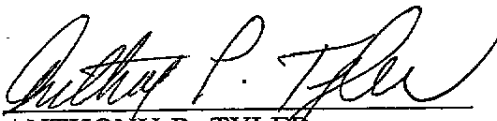
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article 12 - Directors

The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

Name	Mailing Address
ANTHONY P. TYLER President	520 N.E. 20th Street, #814 Wilton Manors, Florida 33305
MATT AUSLANDER Vice President	2436 Flamingo Lane Ft. Lauderdale, Florida 33312
JOAN JORD DANIELS Secretary and Treasurer	2436 Flamingo Lane Ft. Lauderdale, Florida 33312

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 30th day of October, 1997.


ANTHONY P. TYLER
INCORPORATOR

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 ANTHONY P. TYLER who is personally known to me, who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 30th day of October, 1997.


Notary Public

My Commission Expires:

 **RICHARD MAITA**
COMMISSION # CC 524112
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

**ACCEPTANCE BY REGISTERED AGENT
OF
CERTIFIED ACCOUNTING AND TAXES, INC.**

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.



RICHARD J. MAITY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA