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FAX #: (305)541-3770

NAME: DEBORAH J. MARSHALL, C.P.A., P.A.

AUDIT NUMBER.....H97000019415

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ARTICLES OF INCORPORATION

⑦

OF

DEBORAH J. MARSHALL, C.P.A., P.A.

The undersigned, hereby associate together for the purpose of forming a Professional Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida and in accordance with the Florida Professional Service Corporation Act, providing for the formation, liabilities, rights, privileges, and immunities of Professional Corporations.

ARTICLE I

The name of the Corporation shall be: DEBORAH J. MARSHALL, C.P.A., P.A. Its principal place of business shall be located at 5710 N.E. 20 Avenue, Ft. Lauderdale, Florida 33308, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

This Corporation is organized for the following purposes:

a. To engage in the general and public practice of accounting as a professional accounting corporation and to carry on services incident thereto. The general and public practice of accounting is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

This Document Prepared By:

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c. The professional services of this corporation for public accounting shall be carried out only through officers, employees, and agents, each of whom has current certification to do public accounting as licensed through the State of Florida.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 300 shares. The common stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Deborah J. Marshall  
5710 N.E. 20 Avenue  
Ft. Lauderdale, FL 33308

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

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Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

PRESIDENT:	DEBORAH J. MARSHALL
SECRETARY:	DEBORAH J. MARSHALL
TREASURER:	DEBORAH J. MARSHALL

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Deborah J. Marshall	5710 N.E. 20 Avenue Ft. Lauderdale, FL 33308	100

The 100 shares above shall be issued as fully paid for and exempt from assessment.

There shall be 200 shares authorized but initially unissued.

ARTICLE X

The name and address of the initial registered agent is:

Deborah J. Marshall, CPA  
5710 N.E. 20 Avenue  
Ft. Lauderdale, Florida 33308

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against

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any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

#### ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

#### ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit wilful misconduct or gross negligence to the

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detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of November, 1997.


  
DEBORAH J. MARSHALL

STATE OF FLORIDA )

COUNTY OF BROWARD )

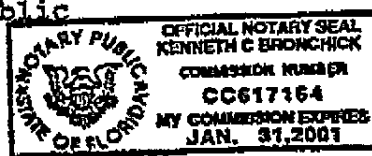
BEFORE ME, the undersigned authority, personally appeared, DEBORAH J. MARSHALL, to me well known to be the person described in, or who showed Florida Drivers License as identification, and who executed and subscribed the foregoing Articles of Incorporation, and they acknowledged, before me, that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 20<sup>th</sup> day of November, 1997.

  
Notary Public

MY COMMISSION EXPIRES:

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CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,  
the following is submitted, in compliance with said Act:

That DEBORAH J. MARSHALL, C.P.A., P.A., a Florida  
corporation qualified to do business under the laws of this State,  
with its principal office at Broward County, Florida, has appointed  
DEBORAH J. MARSHALL, C.P.A. as its agent to accept service of  
process within this State at: 5710 N.E. 20 Avenue, Ft. Lauderdale,  
Florida 33308.

Having been named to accept service of process for the  
above stated Corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping open said  
office.

BY:

*Deborah J. Marshall, CPA*  
DEBORAH J. MARSHALL, C.P.A.  
Registered Agent

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