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CORPORATION(S) NAME

Rene & Leone, P.A.

EFFECTIVE DATE
12-12-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RENE & LEONE, P.A.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is to be: RENE & LEONE, P.A.

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. *To perform all services in the practice of public accountancy as defined in LAWS AND RULES CHAPTER 473 OF THE FLORIDA STATUTES AND RULE CHAPTER 61H1, FLORIDA ADMINISTRATIVE CODE;*

2. *To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of*

(Continued)

EFFECTIVE DATE
12-12-97

the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

1. The aggregate number of shares which Corporation is authorized to issue the TEN THOUSAND (10,000) SHARES of Common Stock and such stock shall have par value of ONE (\$1.00) DOLLAR PER SHARE.

2. The initial capitalization will be the issuance of ONE HUNDRED (100) SHARES of Common Stock as set forth below.

ARTICLE V

Initial Registered Office, Initial Registered Agent

and Designated Place of Business or Domicile

The street address in the State of the initial registered office is:

11000 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410 and the name of the registered agent at such address is PETER R. RENE. The designated place of business or domicile of the Corporation is: 11000 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410.

(Continued)

ARTICLE VI

Initial Board of Directors

The initial Board of Directors consists of two (2) members. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than (1). The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>	<u>Office</u>	<u>Shares</u>
Peter R. Rene	6404 64th Way West Palm Beach Florida 33409	President/ Treasurer	99
Philip E. Leone	13438 William Meyer Palm Beach Gardens Florida 33410	Secretary	1

ARTICLE VII

At least one shareholder of the corporation, and each shareholder, director, and officer domiciled in this state having authority over the practice of public accounting by the corporation must be a certified public accountant and holds an active license in this state.

ARTICLE VIII

Incorporator

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Peter R. Rene	11000 Prosperity Farms Rd. Suite 104 Palm Beach Gardens, FL 33410	99

(Continued)

ARTICLE IX

Incorporation

The name and address of the person signing these Articles of Incorporation is PETER R. RENE of 11000 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410, the registered agent for the Corporation.

ARTICLE X

Indemnification

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

ARTICLE XI

Management of Corporation by Shareholders

Anything to the contrary contained in these Article of Incorporation notwithstanding, of the shareholders of the Corporation shall so elect, they may exercise all powers and conduct business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XII

Directors' Residency and Compensation

Director's of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

(Continued)

ARTICLE XIII

Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but annual meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIV

Effective Date of Incorporation

These Articles of Incorporation at the direction of the incorporator and with the approval of the initial shareholders and Board of Directors shall be effective December 12, 1997.

ARTICLE XV

Amendment

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

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 12 day of Dec. 1997.



PETER R. RENE
11000 Prosperity Farms Road
Suite 104
Palm Beach Gardens, Fl 33410

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in, in compliance with said Act:

FIRST, that, RENE & LEONE, P.A., desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation, in the Town of Palm Beach Gardens, and County of Palm Beach, State of Florida, has named PETER R. RENE located at 11000 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410, to accept services of process for the Corporation within this State.

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 this provision of said Act relative to keeping open said office.


PETER R. RENE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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