

198000000050

James Wolfe
216 Orangewood Avenue
Clearwater, Fla 33755

City/State/Zip

Phone #

600002377326--4
-12/19/97--01014--018
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
98 JAN -2 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-28381

Examiner's Initials

TUM-1/2/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 22, 1997

JAMES WOLFE
216 ORANGEWOOD AVE
CLEARWATER, FL 33755

SUBJECT: JAMES WOLFE, C.P.A., P.A.
Ref. Number: W97000028381

We have received your document for JAMES WOLFE, C.P.A., P.A. and your check(s) totaling \$70.00. 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 197A00059881

December 30, 1997

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

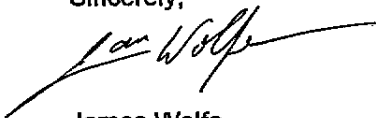
RE: James Wolfe, C.P.A., P.A.
Ref. Number: W97000028381

Enclosed are the corrected articles of incorporation for the aforementioned entity which should contain all of the necessary information to complete the incorporation process. You may reach me at the following address and telephone number during working hours:

James Wolfe
877 Executive Center Drive, Suite 303
St. Petersburg, FL 33702
(813) 579-7902

Based on the fact that I did not receive my original \$70.00 check back, I assume you retained it and no further payment is necessary. If you need additional information please contact me. Thank you for your cooperation in reconciling this issue.

Sincerely,

A handwritten signature in black ink, appearing to read "James Wolfe", with a long horizontal flourish extending to the right.

James Wolfe

FILED

98 JAN -2 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JAMES WOLFE, C.P.A., P.A.

ARTICLE I - NAME

Section 1 The name of the corporation shall be James Wolfe,
C.P.A., P.A.

ARTICLE II - PURPOSE AND POWERS

Section 1 The Corporation is formed for the purpose of
engaging in the practice of certified public accounting as a
professional service corporation and to provide services incident
thereto.

Section 2 The Corporation may own property, enter into
contracts and carry on any activity necessary or incidental to the
accomplishment or furtherance of the purpose of this Corporation.

Section 3 The services of this Corporation which consist of
the practice of certified public accounting shall be carried out
only through officers, employees and agents who are active members
of in good standing and licensed in Florida to render the service
of certified public accounting.

Section 4 To do everything necessary, proper or convenient
for the accomplishment of any of the purposes herein set forth, and
to do every other act incidental thereto which is not forbidden by
the laws of the State of Florida, by the Rules of the Divisions of
Professional Regulation, Board of Certified Public Accountant
Examiners or by the provisions of these Articles of Incorporation.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is 216 Orangewood Avenue, Clearwater, FL 33755.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 216 Orangewood Avenue, Clearwater, FL 33755.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be James Wolfe C.P.A., P.A., 216 Orangewood Avenue, Clearwater, Florida 33755.

Section 2. The name of the initial registered agent of the corporation located at said address shall be James Wolfe.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2 The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
James Wolfe	216 Orangewood Avenue Clearwater, FL 33755

Section 3 The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4 Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1 The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2 The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3 Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

Section 1 The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2 The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A) The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and

communicates the basis for its determination to the shareholders with the amendment.

B) The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1) The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law): or

2) The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3 The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of

Section 2 above.

Section 4 If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - OFFICERS

Section 1 The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2 The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	James Wolfe

Section 3 The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4 The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

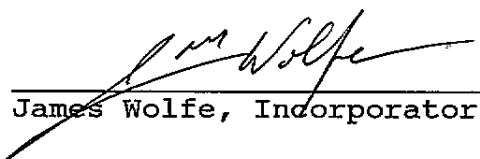
<u>Name</u>	<u>Address</u>
James Wolfe	216 Orangewood Avenue Clearwater, FL 33755

ARTICLE XIII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1 Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2 Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 30th day of December _____ 1997.


James Wolfe, Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the corporation is: JAMES WOLFE, C.P.A., P.A.

2. The name and address of the
registered agent and office is: James Wolfe
216 Orangewood Avenue
Clearwater, Fl. 33755

SIGNATURE: _____

James Wolfe

TITLE: Incorporator

DATE: 12/30, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

James Wolfe

DATE: 12/30, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA