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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: NADINE B. FROUG, C.P.A., P.A.

AUDIT NUMBER.....H98000000544

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....6

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**ARTICLES OF INCORPORATION
OF
NADINE B. FROUG, C.P.A., P.A.**

④

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

NADINE B. FROUG, C.P.A., P.A.
7880 N. University Drive - Suite 100
Tamarac, Florida 33321

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The general purposes for which the corporation is initially organized are: To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation Act) and none other, to wit: the personal services rendered by public accountants as provided by Chapter 473 of the Florida Statutes or any successor statute providing therefor.

Prepared By:
Thomas Ruffin III, Esquire
Gutter, Josepher & Ruffin.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 442119

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And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation Act.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 7880 N. University Drive, Suite 100, Tamarac, Florida 33321, and the initial registered agent of the corporation at that address shall be NADINE B. FROUG.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual

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meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

Name

Address

NADINE B. FROUG

7880 N. University Drive, Suite 100
Tamarac, Florida 33321

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

Address

NADINE B. FROUG

7880 N. University Drive, Suite 100
Tamarac, Florida 33321

EXECUTED at H. Lauderdale Florida on the 9th day of January, 1998.

Incorporator

BY Nadine Beh Froug
NADINE B. FROUG

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by NADINE B. FROUG,
the Incorporator of NADINE B. FROUG, C.P.A., P.A., who is personally known to me and who
did take an oath on this 9th day of January, 1998.

Lauren Cohen Rully

Notary Public

Name of Notary: _____
Commission No.: _____

My Commission Expires:



LAUREN COHEN RULLY
MY COMMISSION # 00300622 EXPIRES
September 9, 1998
BONDED THIRD TRUST FARM INSURANCE, INC.

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of NADINE B. FROUG, C.P.A., P.A.,
the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations
imposed by Florida Statutes Section 607.0505.

Dated this 9th day of January, 1998.

By Nadine B. Froug
NADINE B. FROUG

kgAFROUG.COR.
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