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FLORIDA DIVISION OF CORPORATIONS

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NAME: HAROLD MCFARLAND, P.A.
AUDIT NUMBER.....H98000001173
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAROLD MCFARLAND, P.A.

The undersigned incorporator has executed these Articles of Incorporation to establish a professional service corporation (the "Corporation") under the Professional Service Corporation and Limited Liability Act (Chapter 621, Florida Statutes).

1. Name. The name of the Corporation is:

Harold McFarland, P.A.

2. Principal Office. The principal office of the Corporation is:

1800 Second Street, Suite 975
Sarasota, Florida 34236

3. Mailing Address. The mailing address of the Corporation is:

1800 Second Street, Suite 975
Sarasota, Florida 34236

4. Purpose. The purpose of the business to be carried on by the corporation is the conduct of every aspect of the practice of accounting and all its fields of specializations and to do all things incidental thereto that are not forbidden under the laws of the State of Florida.

5. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Prepared by:
Clifford M. King
1800 Second Street, Suite 855
Sarasota, FL 34236
Telephone: (941) 365-0365
Fax: (941) 954-4762
Florida Bar No. 0745390

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H98000001173

6. Bylaws. The initial bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

7. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

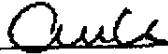
Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

8. Incorporator. The name and address of the incorporator of the Corporation is:

Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

Dated this 19th day of January, 1998.



Clifford M. King
Incorporator and Registered Agent

Prepared by:
Clifford M. King
1800 Second Street, Suite 855
Sarasota, FL 34236
Telephone: (941) 365-0365
Fax: (941) 954-4762
Florida Bar No. 0745390

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