

P98000019808

JERRY L. HICKS

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9041 N.W. 193 TERR. • MIAMI, FL 33018 • Telephone (305) 829-6409

February 20, 1998

Fl Dept of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-03/03/98--01096--002
*****70.00 *****70.00

Dear Ms. Augsburger:

Please find enclosed my corrected incorporation documents and a check for \$70. I am not in need of a certified copy. I can be reached at 305-829-6409.

Thank you,

Jerry L. Hicks
Jerry L. Hicks

FILED
98 MAR -2 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/2/98 - y.m.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1998

JERRY L. HICKS
9041 NW 193 TERR
MIAMI, FL 33018

SUBJECT: JERRY LEE HICKS, P.A.
Ref. Number: W98000003387

We have received your document for JERRY LEE HICKS, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent	
Designation	\$35
Certified Copy	\$52.50
Total Fee Due	\$122.50

You must list the corporation's principal office and/or a mailing address 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 Augsburger
Document Specialist

Letter Number: 698A00008757

ARTICLES OF INCORPORATION
OF
JERRY LEE HICKS, P.A.

I, the undersigned, Jerry Lee Hicks do hereby subscribe to these Articles of Incorporation, a natural person competent to contract, hereby associate in the formation of a Professional Corporation (hereinafter "P.A."), under the laws of the State of Florida, pursuant to the provisions of Chapter 607, Florida Statutes, as amended by the Professional Service Corporation Act of the State of Florida, Chapter 621, Florida Statutes.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be Jerry Lee Hicks, P.A.

ARTICLE II
NATURE OF CORPORATE BUSINESS

2.1 This Corporation, through its Officers and employees, shall be authorized to engage in all aspect of PUBLIC ACCOUNTING, within the State of Florida, and to engage in all activities which will facilitate and promote, through its Officers and employees; to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership, or natural person could do and exercise, and which now or hereafter may be authorized by law.

2.2 This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of the Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE III

3.1 The initial office address of the principal office of the Corporation, is within the State of Florida, shall be 9041 N.W. 193 Terr, Miami, Florida 33018.

3.2 The Board of Directors of said corporation may, from time to time, move the principal office to any other address within the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV CAPITAL STOCK

4.1 This Corporation shall be authorized to have a maximum of One hundred (100) shares of stock outstanding at any one time.

4.2 The shares of stock authorized shall be common stock, having a par value of One and No/100 (\$1.00) Dollar per share.

4.3 Shares of Common Stock may be issued in consideration for cash, real property, labor or services rendered or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of such consideration shall be conclusive.

4.4 Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

4.5 Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

4.6 Record holders of Common Stock are entitled to receive their pro rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

4.7 Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is 9041 NW 193 Terr, Miami, Florida 33018 and the name of the Initial Registered Agent of this Corporation at that address is Jerry Lee Hicks.

ARTICLE VI

The sole incorporator for JERRY LEE HICKS, P.A. is JERRY LEE HICKS whose address is 9041 NW 193 Terr, Miami, Florida 33018.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have initially one director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one Director. The name and address of the initial Director of this corporation is:

PRESIDENT; VICE PRESIDENT; SECRETARY AND TREASURER: is Jerry Lee Hicks, 9041 NW 193 Terr, Miami, Florida 33018.

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such bylaw not subject to amendment or repeal by the directors.

**ARTICLE IX
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

**ARTICLE X
SHAREHOLDER QUORUM AND VOTING**

10.1 Fifty-One percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

10.2 If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII
DIRECTOR QUORUM AND VOTING

12.1 A majority of the Directors shall constitute a quorum for a meeting of Directors.

12.2 If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director of Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIII
INDEMNIFICATION

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

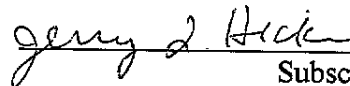
ARTICLE XIV
INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT

This corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its Officers, Directors and Stockholders shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

ARTICLE XV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of October, 1997.


Subscriber

Address: 9041 NW 193rd Terr
Miami, FL 33018

STATE OF FLORIDA)

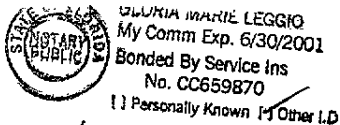
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JERRY LEE HICKS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 11 day of November, 1997. 1998. Jed
FEBRUARY,

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



LICENSE H 200-432-58-'09F-0

**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida General Corporation Act,
the following information is submitted:

First -- that **JERRY LEE HICKS, P.A.**, desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at the City of Miami, County of Dade, has named
JERRY LEE HICKS as its Resident and Registered Agent, and **9041 NW 193
TERR, MIAMI, FLORIDA 33018**, as its Resident and Registered Office.

Second -- that said Resident and Registered Agent, having been
named to accept service of process for the above state corporation, at the place
designated as the Resident and Registered Office in this Certificate, hereby accepts
to act in this capacity and agrees to comply with the provision of said Act relative
to keeping open said office.

BY: *Jerry Lee Hicks*
Resident and Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA