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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 9, 1998.

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

Re: Andrea Anderson, C.P.A., P.A.
1 South Orange Ave., Suite 500
Orlando, Florida 32801

Dear Division of Corporations:

Enclosed please find our Articles of Incorporation and the Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee and change of registered agent fee.

Sincerely,

Andrea Anderson

ARTICLES OF INCORPORATION

FOR

ANDREA ANDERSON, C.P.A., P.A.

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98 MAR 11 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED natural person, competent and licensed to practice as a certified public accountant in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation, Principle Office and Mailing Address

The name of this corporation shall be Andrea Anderson, C.P.A., P.A.

The Principle office of this corporation shall be 1 South Orange Avenue, Suite 500, Orlando, Florida 32801.

The mailing address of this corporation shall be 1 South Orange Avenue, Suite 500, Orlando, Florida 32801.

ARTICLE II

Purposes

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

a. To engage in every aspect in the practice of accounting, and all its fields of specializations, as are engaged in by accountants.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III Capital Stock

a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$10.00 per share value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV Duration

The corporation shall have perpetual existence.

ARTICLE V Registered Agent

The address of this corporation's initial registered office is 1 South Orange Avenue, Suite 500, Orlando, Florida 32801 and the name of its initial registered agent at said address is Andrea Anderson.

ARTICLE VI Incorporator

The name and address of the Incorporator is as follows

Andrea Anderson	1 South Orange Avenue, Suite 500 Orlando, Florida 32801
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ARTICLE VII
Board of Director(s)

This corporation shall have a Board of Director(s) consisting of one person(s). The number of Director(s) may be increased or decreased from time to time by a resolution of the majority of the Stockholder(s) but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this corporation are:

Andrea Anderson 1 South Orange Avenue, Suite 500
Orlando, Florida 32801

ARTICLE VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation as part of the corporation records.

ARTICLE IX
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him/her all accounts owing and lawfully due to him/her by the corporation, except that such shares not be entitled to dividends.

ARTICLE X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI
Indemnification**

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

**ARTICLE XII
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

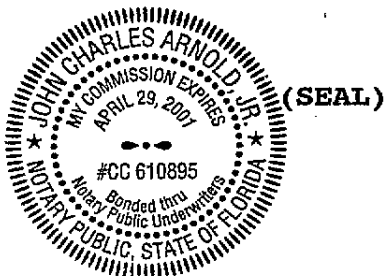
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 9 day of March, 1998.

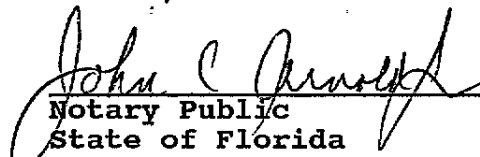

Andrea Anderson, Incorporator


Andrea Anderson, Registered Agent

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, personally appeared Andrea Anderson who, after being duly cautioned and sworn, deposes and states that they are the individual(s) described in the above and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed, on this 9 day of March, 1998.




Notary Public
State of Florida
My Commission Expires:

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. Andrea Anderson, C.P.A., P.A., a professional corporation organizing under the laws of the State of Florida, with its principal office located at 1 South Orange Avenue, Suite 500, Orlando, Florida 32801, has named Andrea Anderson, whose address is 1 South Orange Avenue, Suite 500, Orlando, Florida 32801, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said professional corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Andrea Anderson
Andrea Anderson

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

FILED
98 MAR 11 AM 7:57
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared Andrea Anderson, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 9 day of March, 1998.

(SEAL)



John C. Arnold, Jr.
Notary Public
State of Florida
My Commission Expires: