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FILED STATE
SECRETARY OF CORPORATIONS
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March 9, 1998

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

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Re: **Brenda R. Driggers, CPA, P.A.**
Our File No. 647.01

Gentlemen:

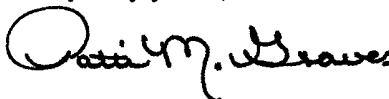
Enclosed please find the following with regard to the referenced corporation.

1. Articles of Incorporation (2 originals).
2. Certificate Designating Registered Agent (original and 1 copy).
3. Check in the amount of \$122.50 payable to the Secretary of State.

Please file the Articles and Certificate immediately upon your receipt of same, and return a certified copy of the Articles and a copy of the Certificate to our office along with the Notice of Incorporation.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,



Patti M. Graves
Legal Assistant

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Enclosures

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
OF BRENDA R. DRIGGERS, CPA, P.A.**

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DIVISION OF CORPORATIONS
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The undersigned natural person, competent and licensed to practice public accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name Of Corporation, Principal Office and Mailing Address

The name of this corporation shall be Brenda R. Driggers, CPA, P.A.

The principal office of this corporation shall be: 6447 Park Blvd., Suite 8, Pinellas Park, FL 33781.

The mailing address of this corporation shall be: 6447 Park Blvd., Suite 8, Pinellas Park, FL 33781.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of public accounting, and all its fields of specializations, as are engaged in by Brenda R. Driggers, CPA.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service 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.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at one dollar (\$1.00) per share par 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 certified public 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.

IV Duration

The corporation shall have perpetual existence.

V Registered Agent

The address of this corporation's initial registered office is 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618 and the name of its initial registered agent at said address is D. Michael Lins, Esquire.

VI Incorporator

The name and address of the Incorporator is as follows: Brenda R. Driggers, CPA, 6447 Park Blvd. Suite 8, Pinellas Park, Florida, 33781.

VII Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Brenda R. Driggers, CPA, 6447 Park Blvd. Suite 8, Pinellas Park, Florida, 33781.

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 corporate records.

IX Severance and Termination of Employment

If any officer, directors, 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 continued rendering of such professional services, he 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 all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**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 writings 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.

**XI
Indemnification**

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

**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 24 day of ~~December, 1997~~ February, 1998

Brenda R. Driggers
Incorporator- Brenda R. Driggers

STATE OF FLORIDA

COUNTY OF Pinellas

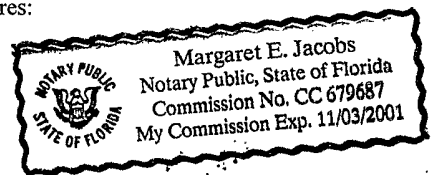
1998 The foregoing instrument was acknowledged before me this 24th day of February, ~~1997~~, by Brenda R. Driggers, who is personally known to me or who has produced _____ as identification.

Margaret Jacobs
Signature of person taking acknowledgment

MARGARET JACOBS
Name typed/printed/stamped

Title

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

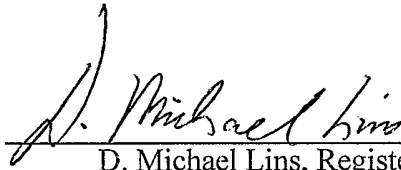
FOR BRENDA R. DRIGGERS, CPA, P.A.

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That Brenda R. Driggers, CPA., 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 6447 Park Blvd. Suite 8, Pinellas Park, FL 33781, has named D. Michael Lins, located at 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.



D. Michael Lins, Registered Agent

Date: March 7, 1998

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