

3/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ACCOUNTING AND COMPUTER MANAGEMENT SYSTEMS, I

AUDIT NUMBER.....H98000004907

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION
OF
ACCOUNTING AND COMPUTER MANAGEMENT SYSTEMS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be:

ACCOUNTING AND COMPUTER MANAGEMENT SYSTEMS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock having \$1.00 par value.
2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.
3. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The existence of the corporation is perpetual.

Colleen M. Stiger, P.A., 2424 N. Federal Highway, #460, Boca Raton, FL 33431; 5613917757; FBN: 0937990

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ARTICLE VI

The street address of the initial registered office of this corporation is:

12859 Elmford Lane
Boca Raton, Florida 33428

and the initial registered agent of this corporation at the above address is:

Stacy Frank

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Stacy Frank	12859 Elmford Lane Boca Raton, Florida 33428

ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
Stacy Frank	12859 Elmford Lane Boca Raton, Florida 33428

ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy vote.

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ARTICLE XI

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names.

<u>NAME</u>	<u>SHARES</u>
STACY FRANK	100 SHARES

ARTICLE XII

The corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

ARTICLE XIII

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XIV

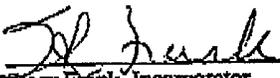
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

The principal place of business of this corporation is:

12859 Elmford Lane
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of March, 1998.

 (SEAL)
Stacy Frank, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statute, the following is submitted:

That ACCOUNTING AND COMPUTER MANAGEMENT SYSTEMS, INC. desiring to organize or qualify under the laws of the State of Florida has named STACY FRANK as its registered agent to accept service of process within Florida at 12859 Elmford Lane, Boca Raton, Florida 33428 which address is also designated as the initial office of the corporation first mentioned above.


STACY FRANK
Title: President

Date: 3/11/98

Having been named registered agent for to accept service of process for the above stated corporation, at the place designated in the certificate, I, Stacy Frank, hereby accept to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Stacy Frank
Registered Agent

Dated: 3/11/98

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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS.

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared, STACY FRANK, to me well known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he signed for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and sealed at Boca Raton, Palm Beach County, Florida, on this 11 ^{March} day of February, 1998.

Odalis F. Vilorio
NOTARY PUBLIC: STATE OF FLORIDA

My Commission Expires:



ODALIS F. VILORIO
MY COMMISSION # 00480089 EXPIRES
August 13, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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