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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: FORENSIC ACCOUNTANCE OF SOUTH FLORIDA, INC.
AUDIT NUMBER.....H98000006048
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

in 3/30/98

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ARTICLES OF INCORPORATION

(PRINT [capital letters in black ink] or type)

ARTICLE I - CORPORATE NAME:

The name of the Corporation shall be:

Forensic Accountants of South Florida, Inc.

ARTICLE II - CORPORATE POWERS:

The Corporation is organized for the purpose of transacting any and all business, for which a corporation may be organized in the State of Florida.

(Profession, if a P.A.: ())

ARTICLE III - CAPITAL STOCK:

The authorized capital stock of the Corporation shall be 5,000 shares of common stock, with a par value of \$1 per share. The Corporation plans to initially issue 1,000 shares, reserving the balance for subsequent issuance.

ARTICLE IV - INCORPORATOR/DIRECTOR/REGISTERED AGENT/ADDRESS
/PRINCIPAL ADDRESS:

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

NAME

ADDRESS

(Signature)

4300 N. University Dr. #B102
(STREET address)

Martin R. Rappaport
(Name)

Lauderhill FL 33351
(City, State, Zip)

STATE OF FLORIDA]

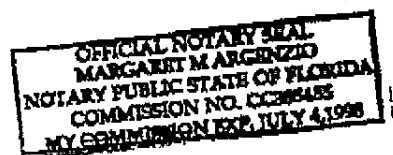
COUNTY OF Broward]

SWORN TO AND SUBSCRIBED before me, this 30 day of March,
1998

Margaret M. Margen
FLORIDA NOTARY PUBLIC

Prepared by Martin R. Rappaport CPA PA
4300 N University Dr. B-102
Lauderhill FL 33351 (954) 572-6006

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First-That Forensic Accountants of South Florida, Inc.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the articles of
incorporation at City of Lauderhill, County of Broward,
State of Florida has named Martin R. Rappaport located at 4300 N
University Dr., City of Lauderhill, County of Broward, State
of Florida, as its agent to accept service of process within.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By: _____

Signature
Registered Agent

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