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W. Denis Shelley

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Specializing in:
Estate Planning
Trusts & Estates
Real Property

April 23, 1998

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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04/29/98 01093 005
*****70.00 *****70.00

Re: Articles of Incorporation for W A CLARK & ASSOCIATES, P.A.

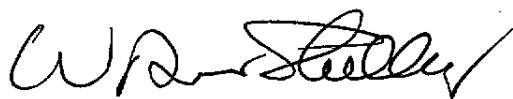
Dear Sirs:

Please find our check in the amount of \$70.00 to cover the following fees and charges for the enclosed Articles of Incorporation and Designation:

Filing Fee	\$ 35.00
Designation	\$ 35.00

Thank you for your assistance in this matter.

Sincerely,



W. Denis Shelley, Esq.

WDS/tle

FILED
98 APR 29 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 30 1998

**ARTICLES OF INCORPORATION
OF
W A CLARK & ASSOCIATES, P.A.**

FILED
98 APR 29 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice as a certified public accountant in the State of Florida, for the purpose of forming a professional corporation under Chapter 607 and Chapter 621 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is **W A CLARK & ASSOCIATES, P.A.**. The principal place of business of this Corporation shall be **P.O. Box 167, Daytona Beach, Florida 32115**.

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of practicing public accounting and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue **one hundred (100)** shares of common stock having no par value, which shall be designated "common shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is **535 Silver Beach Ave., Daytona Beach, Florida 32118** and the name of the initial registered agent of this Corporation at that address is **WILLIAM A. CLARK**.

ARTICLE V. TERM OF EXISTENCE

The Corporate existence of this Corporation shall be perpetual, commencing on the day and date of the filing of these Articles with the Department of State.

ARTICLE VI. INITIAL OFFICERS AND DIRECTORS

This Corporation shall have one (1) director initially. The name and address of the initial officer and director of this Corporation WILLIAM A. CLARK, 535 Silver Beach Ave., Daytona Beach, Florida 32118 who shall serve as the initial President/Secretary/Treasurer of the Corporation.

ARTICLE VII. INCORPORATOR(S)

The name and address of the initial incorporator to these Articles of Incorporation is WILLIAM A. CLARK, 535 Silver Beach Ave., Daytona Beach, Florida 32118.

ARTICLE VIII. AMENDMENT

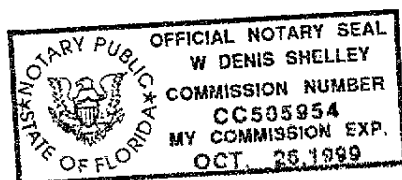
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof the undersigned Incorporator has executed these Articles of Incorporation this 24th day of April, 1998.

William A. Clark
WILLIAM A. CLARK

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 24th day of April, 1998, by WILLIAM A. CLARK who is (are) personally known to me and who has (have) produced a driver's license as identification.



W. Denis Shelley
Notary Public, State of Florida
My Commission expires:

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles and I hereby accept the appointment as Registered Agent and agree to

act in this capacity I further agree to comply with the provision of Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated 4-24-98

By: William A. Clark
WILLIAM A. CLARK
Resident Agent

FILED

98 APR 29 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA