

CLIFTON VAUGHN
7625 TRYALL DRIVE
MIAMI, FLORIDA 33015

BUSINESS SERVICES

ACCOUNTING

CONSUMER SERVICES

TAXES

April 28, 1998

Florida Department of State
Division of Corporations
ATTN: New Filings Division
P.O. Box 6327
Tallahassee, Florida 32314

500002507755--8
-05/01/98--01062--003
*****78.75 *****78.75

RE: New filing: Vaughn & Associates of Miami, Inc.

Dear Representative(s):

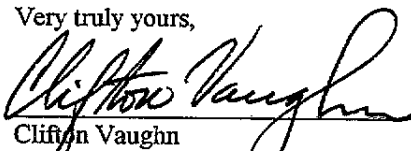
Enclosed please find the original Articles of Incorporation for VAUGHN & ASSOCIATES OF MIAMI, INC., a newly formed Florida Corporation, along with a check for \$78.75 for the following:

Filing fee	\$70.00
Certificate of Status	<u>8.75</u>
Total Enclosed	<u>\$78.75</u>

Please process expeditiously. For additional information, please contact me at (305) 438-0508 during normal business hours, and at (305) 829-5933 (residence).

Thanks in advance for your assistance.

Very truly yours,


Clifton Vaughn
Registered Agent for
Vaughn & Associates of Miami, Inc.

FILED
98 MAY -1 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN 5-4-98

FILED
98 MAY - 1 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VAUGHN & ASSOCIATES OF MIAMI, INC.

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is VAUGHN & ASSOCIATES ^{OF MIAMI, INC.} ^ The address is 7625 Tryall Drive, Miami, Florida 33015.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. Transacting a consulting and accounting services to assist individuals, small business and regular business clients as well as non-profit organizations.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one (\$1) dollar par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu therefore at just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

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 Shares, with one vote per share.

ARTICLE V - TERM OF EXISTENCE

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VI – STATUS

This corporation elects Sub-Chapter “S” status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

ARTICLE VII – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which is offered to others.

ARTICLE VIII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7625 Tryall Drive, Miami, Florida 33015 and the name of the initial registered agent of this corporation is Clifton Vaughn, whose address is 7625 Tryall Drive, Miami, Florida 33015.

ARTICLE IX – INITIAL BOARD OF DIRECTORS

The name and address of the Directors of this corporation are: Clifton Vaughn, 7625 Tryall Drive, Miami, Florida 33015.

ARTICLE X – INCORPORATORS

The names and addresses of the persons signing these articles are: Clifton Vaughn, 7625 Tryall Drive, Miami, Florida 33015.

ARTICLE XI – INITIAL OFFICERS

The names and post office addresses of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

- President/Secretary – Clifton Vaughn, 7625 Tryall Drive, Miami, Florida 33015.
- Vice President/Treasurer – Clifton Vaughn, 7625 Tryall Drive, Miami, Florida 33015.

ARTICLE XII – INDEMNIFICATION

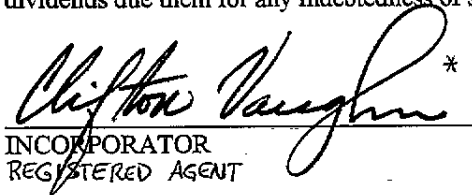
The corporation shall indemnify any officer or officers or any former officer or director, to the fullest extent permitted by law either now existing or hereinafter enacted.

ARTICLE X111

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, of officers of, such other corporation. Any director individually, or any firm of which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

ARTICLE - XV

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

*
INCORPORATOR
REGISTERED AGENT

* I ACCEPT DESIGNATION AS REGISTERED AGENT.

FILED
98 MAY - 1 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA