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J. HOWARD SHEFFIELD, P. A.
ATTORNEYS AT LAW

J. HOWARD SHEFFIELD
SCOTT R. BOATRIGHT

4209 BAYMEADOWS ROAD, SUITE 4
JACKSONVILLE, FLORIDA 32217
TELEPHONE: (904) 733-7900
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REPLY TO: Baymeadows Road

550-15 WELLS ROAD
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-4700
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May 15, 1998

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

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-05/18/98--01045--016
*****122.50 *****122.50

RE: KARA L. DIMOUSH, CPA, P.A.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation with resident agent designation attached. Also enclosed is our check in the amount of \$122.50 for the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

Please return the certified copy to us. Thank you for your assistance.

Very truly yours,

Susan Foster

P. Susan Foster

EFFECTIVE DATE

5-15-98

FILED
98 MAY 18 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/sf
Enclosures

Dmc
5/20/98

ARTICLES OF INCORPORATION

OF

KARA L. DIMOUSH, CPA, P.A.

FILED

98 MAY 18 PM 2:25

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

EFFECTIVE DATE

5-15-98

Section 1.1. Name. The name of the corporation is **KARA L. DIMOUSH, CPA, P.A.**

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Nature of Business

The general nature of business and proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz:

1. To engage in every aspect of the practice of accounting.
2. To engage and render the professional service involved only through its officers, agents and employees who are 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.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional services hereby authorized.
5. To engage in no other business other than the rendering of the professional services specified herein.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 66 Dewees Avenue, Atlantic Beach, Florida 32233. --

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation is **Scott R. Boatright**, whose address is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors. The name and street address of the member of the first board of directors of the corporation and the offices which he shall hold for the first year of existence of the Corporation or until his successor shall have been elected and qualified is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Kara L. Dimoush	66 Dewees Avenue Atlantic Beach, Florida 32233 President/Secretary/Director

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

NAME

Scott R. Boatright

STREET ADDRESS

4209 Baymeadows Road, Suite 4
Jacksonville, Florida 32217

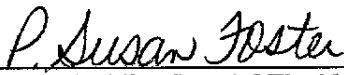
IN WITNESS WHEREOF, the incorporator has executed these Articles the 15th day of May, 1998.


SCOTT R. BOATRIGHT

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of May, 1998 by Scott R. Boatright who is personally known to me.


Notary Public, State of Florida

Print Name: P. SUSAN FOSTER

My Commission Expires:



P. SUSAN FOSTER
COMMISSION # CC 405059
EXPIRES OCT 1, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

Kara L. Dimoush, CPA, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Scott R. Boatright, its registered agent, to accept service of process within the State of Florida and the address of its registered office shall be 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.



SCOTT R. BOATRIGHT

FILED
98 MAY 18 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: May 15, 1998.

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



SCOTT R. BOATRIGHT

Dated: May 15, 1998.