

P98000076533

FIDELITY ACCOUNTING
2871 NW 154th Terrace
Opa-Locka, FL 33054
(305-685-2446)

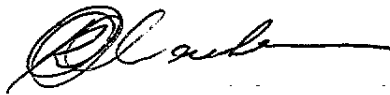
FLORIDA DEPT OF STATE
DIVISION OF CORPORATION
PO BOX 6327
TALLAHASSEE, FL 32314

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****122.50 ****122.50

Dear Ms. Carolyn Batten,

In reference to our recent discussion on the incorporation of FIDELITY ACCOUNTING, INC., I have made the appropriate corrections to the documents and have included my telephone number and day-time address where I can be reached. I may be contacted between the hours of 9a.m. and 5 p.m. on weekdays.

Sincerely Yours,



Rudolph Clarke

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 SEP -2 AM 11:14

FILED

CP
9-2-98
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1998

RUDOLPH CLARKE
2871 NW 154TH TERR.
OPA LOCKA, FL 33054

SUBJECT: FIDELITY ACCOUNTING, P.A., INC.
Ref. Number: W98000019773

We have received your document for FIDELITY ACCOUNTING, P.A., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 998A00044618

CERTIFICATE OF INCORPORATION
FOR

FIDELITY ACCOUNTING, INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE 1

The name of this corporation shall be FIDELITY ACCOUNTING, INC. and its principal place of business shall be in South Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE 11

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

ARTICLE 111

The total authorized capital stock of this corporation shall be one thousand shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE 1V

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00)

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be 2871 NW 154th Terrace, Opa-Locka, Fl 33054

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5).

ARTICLE VII1

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RUDOLPH CLARKE - President 2871 NW 154th Ter Opa-Locka, Fl 33054

ARTICLE 1X

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for it's indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

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The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE X1

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

| NAME           | NUMBER OF SHARES |
|----------------|------------------|
| ~~~~~          | ~~~~~            |
| RUDOLPH CLARKE | 100%             |

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless approved by the President of the corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement

ARTICLE X11

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written Notice.

ARTICLE X111

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If aquorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

## RIGHT OF SHAREHOLDER DISSENT

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The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

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Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII

## ARTICLE XVI

### MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XVII

POWERS

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This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE XVIII

### MEETING BY CONFERENCE TELEPHONE

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Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

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Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

## ARTICLE XX

### IDENTIFICATION

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The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

AMENDMENT

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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 shareholders is subject to this reservation

ARTICLE XX11

NOTICE

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Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

2871 NW 154th Terrace
Opa-Locka, Fl 33054

ARTICLE XX111

The name and address to the subscriber to these Articles is:

RUDOLPH CLARKE
2871 NW 154th Terrace
Opa-Locka, Fl 33054

ARTICLE XX1V

The Registered Agent of this corporation is RUDOLPH CLARKE and above named subscriber and Registered Agent hereunto set my hand and seal this 24th day of AUGUST, 1998. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation

STATE OF FLORIDA)*
 S.S
COUNTY OF DADE)

BEFORE ME personally appeared RUDOLPH CLARKE to me well known and known by me to be the same person who executed the above and foregoing instrument and acknowledged that he signed, sealed, and delivered the same as his free act and deed as setforth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 31st DAY OF AUGUST 1998

[Signature]
NOTARY PUBLIC OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES: MAY 27, 2001

