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Bagdes & Bagdes

Attorneys at Law

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

November 18, 1998

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400002692424--7
-11/20/98--01016--009
****122.50 *****78.75

RE: M.S. Hampton, P.A.

Dear Sir:

Please file the enclosed Articles of Incorporation and
Acceptance of Registered Agent, and return certified
copies of each. A check for \$122.50 is enclosed to
cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 11:54

ARTICLES OF INCORPORATION

OF

M.S. HAMPTON, P.A.

The undersigned, who is a duly licensed certified public accountant licensed to practice accounting in the State of Florida, for the purpose of forming a professional corporation under Florida's Professional Service Corporation and Limited Liability Company Act (Chapter 621 of the Florida Statutes) hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the association is M.S. HAMPTON, P.A.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to practice the profession of accounting.

ARTICLE FOUR
ELECTION

The corporation hereby elects to be governed by the provisions of Florida's Professional Services Corporation and Limited Liability Company Act.

ARTICLE FIVE
PRINCIPAL OFFICE

The address of the principal office of the corporation in this state is 2355-D South Ridgewood Avenue, South Daytona, Florida 32119. This is also the correct mailing address for the corporation.

ARTICLE SIX
REGISTERED OFFICE

The address of the registered office of the corporation is 2355-D S. Ridgewood Avenue, S. Daytona, Florida 32119. The initial registered agent at such address is MARCYE S. HAMPTON.

ARTICLE SEVEN
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE EIGHT
CAPITAL

The minimum amount of capital which the corporation shall begin business is \$1,000.00.

ARTICLE NINE
BOARD OF DIRECTORS

The board of directors shall consist of the following members:

Marcy S. Hampton	221 N. Sparkman Avenue Orange City, FL 32119
George E. Hampton	221 N. Sparkman Avenue Orange City, FL 32119

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Marcy S. Hampton	221 N. Sparkman Avenue
President	Orange City, FL 32119

George E. Hampton	221 N. Sparkman Avenue
Vice President/ Treasurer	Orange City, FL 32119

ARTICLE ELEVEN
INCORPORATORS

The name and address of the sole incorporator is: Marcy S. Hampton, 221 N. Sparkman Avenue, Orange City, Florida 32119.

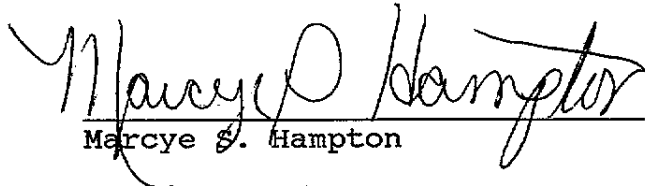
ARTICLE TWELVE
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on January 1, 1999.

ARTICLE THIRTEEN
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 16th day of November, 1998.


Marcy S. Hampton

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 16th day of November, 1998, before me, the undersigned authority, personally appeared MARCYE S. HAMPTON, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Notary Public



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 11:54

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

M.S. Hampton, P.A., a professional service corporation,
organizing under the laws of the State of Florida, with its principal
office at 2355-D S. Ridgewood Avenue, in the City of S. Daytona,
County of Volusia, in the State of Florida, has named Marcy S.
Hampton, who is located at 2355-D S. Ridgewood Avenue, S. Daytona,
Florida, as its registered agent to accept service of process within
the State.

DIRECTOR:

Marcy S. Hampton

George E. Hampton

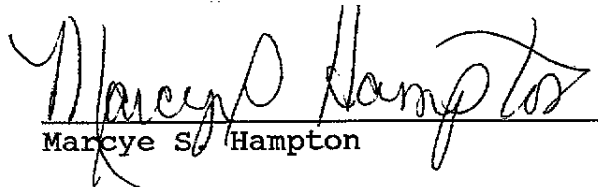
ADDRESS:

221 N. Sparkman Avenue
Orange City, FL 32119

221 N. Sparkman Avenue
Orange City, FL 32119

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep
office open during prescribed hours; to post my name (and the names
of any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some
conspicuous place as required by law.


Marcy S. Hampton