00010704 CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

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TELEPHONE: (813) 250-0577 FACSIMILE: (813) 250-9898 E-MAIL: cowmpa@aol.com

December 22 1998

Corporate Records Bureau Division of Corporations Florida Department of State 409 East Gaines Street Tallahassee, Florida 32399

Via UPS Next Day Air

Re: Richard E. Hatcher, CPA, P.A. 600002720446--4 -12/23/38--01036--001

****122.50 *****78.75

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	Total	\$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Mancy Barnes, Paralegal

NRB/trh **Enclosures**

Richard E. Hatcher, CPA, P.A. cc:

ARTICLES OF INCORPORATION

OF

RICHARD E. HATCHER, CPA, P.A.

The undersigned hereby organizes a professional corporation for profit under Chapters 607 and 621, Florida Statutes, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Richard E. Hatcher, CPA, P.A.

ARTICLE 2

Nature of Business

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of practice as a certified public accountant. The professional service involved in the corporation's practice may be rendered only through its officers, agents, and employees who are duly authorized and registered to practice as a certified public accountant in the State of Florida.

ARTICLE 3

Mailing Address

The mailing address of this corporation is 100 South Ashley Drive, Suite 1650, Tampa, Florida 33602.

ARTICLE 4

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1650, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Richard E. Hatcher.

ARTICLE 6

Incorporator

The name and address of the person signing these Articles is:

Richard E. Hatcher Suite 1650, 100 South Ashley Drive Tampa, Florida 33602

ARTICLE 7

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The name and address of the initial director(s) of this corporation are:

Richard E. Hatcher Suite 1650 100 South Ashley Drive Tampa, Florida 33602 Nancye D. Hatcher 4404 West Platt Street Tampa, Florida 33604

The method of election of directors will be as stated in the Bylaws.

ARTICLE 8

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this day of December, 1998.

Richard E. Hatcher

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2 day of December, 1998 by Richard E. Hatcher.

SEAL

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Type Print or Stamp Name of Notary

Personally known _______
or Produced Identification _____

Type of Identification Produced ____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated professional corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Richard E. Hatcher