799000004628 SOULE' ASSOCIATES

1160 N. Waterway Drive Barefoot Bay, FL 32976 Phone 561-664-7639

December 20, 1998

ANUARY 1, 1999

Bureau of Corporate Records
P 0 Box 6327

Tallahassee, FL 32314

Attn: Carolyn Batten

Document Specialist

Gentlemen:

Please review and record the attached Articles of Incorporation for Benjamin R. Soule'. The name of the Corporation is BEN RUSSEL'S BEST TAX SERVICE - SOUTH, INC.

A check for \$70.00 to cover the fee is enclosed. Please return one copy of the Articles to the above address. You can reach us at the phone number shown above (561-664-7639) any day between 10AM and 4 PM.

Thank you for your cooperation with this request.

B. R. Soule'

Enc: Two copies of Articles of Incorporation for BEN RUSSEL'S BEST TAX SERVICE - SOUTH, INC.

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AUTHORIZATION BY PHONE TO

EDDECT PAINCIPO

DATE____

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ARTICLES OF INCORPORATION

OF

BEN RUSSEL'S BEST TAX SERVICE - SOUTH, INC.

ARTICLE I

NAME:

The name of this corporation is:

BEN RUSSEL'S BEST TAX SERVICE - SOUTH, INC. 1160 N. Waterway Drive Barefoot Bay, Fl 32976

ARTICLE II

DURATION:

This corporation shall exist perpetually.

ARTICLE III

PURPOSE:

This corporation is organized to engage in any enterprise calculated or designed to be profitable to this corporation.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, which shall be designated "common shares".

ARTICLE V

TNITIAL REGISTERED OFFICE AND AGENT:

The Registered Office of this corporation shall be located at 1160 N. Waterway Drive, Barefoot Bay, Florida 32976.

The Initial Registered Agent of this corporation is Roberta A. Davidson.

ARTICLE VI

DIRECTORS:

This corporation shall be managed by the shareholders of the corporation. There shall be no directors and the responsibilities and duties attributed to the directors shall be vested in the shareholders of the corporation.

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ARTICLE VII

INCORPORATOR:

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

Benjamin R. Soule' 1160 N. Waterway Drive Barefoot Bay Florida 32976

ARTICLE VIII

BY-LAWS:

The power to adopt, amend, or repeal by-laws shall be vested in the shareholders.

ARTICLE IX

POWERS:

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

ARTICLE X

AMENDMENT:

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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

SMALL BUSINESS AUTHORIZTION:

Frint Notary Name

The stockholder of this corporatioon is authorized to institute a plan pursuant to Section 1362 of the Internal Revenue Code, and do all things necessary to entitle the corporation and the shareholders to the benefit of said section.

Bonded Thru Notary Public Underwriters

INCORPORATED this 17th day of JANUARY 1999

The of FLORIDA County of Indian River Benjamin R. Soule Subscriber-Benjamin R. Soule Benjamin R. Soule Subscriber-Benjamin R. Soule Subscriber-Ben

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Benjamin R. Soule, who executed the foregoing Articles of Incorporation.

ACCEPTANCE OF REGISTERED AGENT:

I hereby accept the appointment as resident agent of BEN RUSSEL'S BEST TAX SERVICE - SOUTH, INC.

Roberta A. Davidson

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SECRETARY OF STATE