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December 31, 1998

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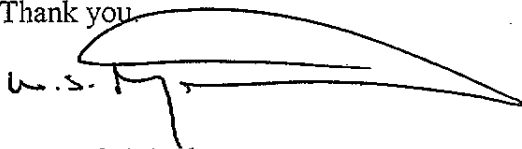
Department of State  
Corporate Records Division  
P. O. 6327  
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for W. S. Matthews, CPA PA, Inc., along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Please make this incorporation effective January 1, 1999.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,



Wayne S. Matthews  
W. S. Matthews, CPA PA, Inc.  
14503 Gulf Boulevard  
Madeira Beach, FL 33708

FILED  
99 JAN 22 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
625-6305

Wayne Matthews GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT remove INC. from  
DATE the name 1-22-99  
DOC. EXAM BR

REGISTER JAN 22 1999

January 21, 1999

Ms. Freida Chesser  
Corporate Specialist  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: W.S. Matthews, CPA PA  
Ref. Number: W99000000955

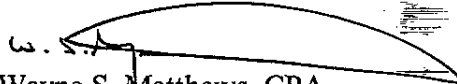
Dear Ms. Chesser:

In response to your letter dated January 13, 1999 (copy enclosed - letter number 599A00001769), please find the original and one copy of the referenced document. The effective date has been changed to January 21, 1999 and "Article II -Nature of Business" of the respective Articles of Incorporation has been changed to state the nature of the Professional Association.

I trust that these changes shall correct all matters requiring correction.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "W. S. Matthews", is written over a horizontal line.

Wayne S. Matthews, CPA  
14503 Gulf Blvd.  
Madeira Beach, FL 33708  
Tele. (727)399-0385

**ARTICLES OF INCORPORATION**  
**OF**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: W. S. Matthews, CPA PA

The principal place of business of this corporation shall be:  
14503 Gulf Boulevard  
Madeira Beach, FL 33708

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation. *THE PROFESSIONAL ASSOCIATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS AND RULES OF THE STATE OF FLORIDA RELATIVE TO THE PRACTICE OF PUBLIC ACCOUNTANCY.*

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares, par 1.00.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until a successor is elected, is:

Wayne S. Matthews  
14503 Gulf Boulevard  
Madeira Beach, FL 33708

**FILED**  
99 JAN 22 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI INCORPORATOR(S)**

The name and street address of the incorporator to these articles of incorporation is:

Wayne S. Matthews  
14503 Gulf Boulevard  
Madeira Beach, FL 33708

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of January, 1999.

Signature of Incorporator

W. S. Matthews

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 21<sup>st</sup> day of JAN, 1999 by Wayne S. Matthews of W. S. Matthews, CPA PA

Notary Public

Produced Driver's License as  
Identification  
Number

Personally

Ronald J. Hamilton

My Commission Expires \_\_\_\_\_

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$35.00



Ronald J. Hamilton  
MY COMMISSION # 00859069 EXPIRES  
September 26, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: W. S. Matthews, CPA PA
2. The name and address of the registered agent and office is:

Wayne S. Matthews  
14503 Gulf Boulevard  
Madeira Beach, FL 33708

SIGNATURE

W. S. Matthews  
(Corporate Officer)

TITLE President

DATE

1/21/99

HAVING BEEN NAMED TO ACCEPT SERVICES 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

DATE

W. S. Matthews  
1/21/99

REGISTERED AGENT FILING FEE: \$35.00

FILED  
99 JAN 22 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA