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The Law Offices of

Peter A. Shapiro, esq.

Personal Injury * Wrongful Death * Insurance Disputes
Medical Malpractice * Nursing Home Neglect/Abuse

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January 11, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings Section

RETURN RECEIPT REQUESTED

Re: Jennifer L. Ryan, C.P.A., P.A.

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-01/20/99--01013--018
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are the articles of incorporation for Jennifer L. Ryan, C.P.A., P.A. Please officially file this document and assign a document number to the new corporation.

Kindly acknowledge receipt of this document in writing and supply me with the document number for the corporation as well as a certified copy of the articles. I have enclosed the applicable filing fee.

If you need anything or if I can be of any assistance, please contact my office. Thank you.

Sincerely,

Peter A. Shapiro
PAS

enc

cc: Jennifer L. Ryan

FILED
99 JAN 20 PM 4:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
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ARTICLES OF INCORPORATION
A PROFESSIONAL ASSOCIATION OF
JENNIFER L. RYAN, C.P.A., P.A.

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of the Professional Association

The name of this professional association will be **JENNIFER L. RYAN, C.P.A., P.A.**

ARTICLE II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the professional association are as follows:

- a. To engage in every aspect in the practice of accounting and financial/tax planning and all its fields of specializations, as are engaged in by **JENNIFER L. RYAN** and any associates, assistants or para-professionals hired by them.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be accountants, para-professionals, assistants and other individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this professional association.
- c. To invest in funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

A. The maximum number of shares of stock that the professional association is authorized to have outstanding at any time shall be 10,000 shares of common stock at one dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of professional association's stock and certificates shall be issued only to accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this professional association

ARTICLE IV

Effective Date of Incorporation and Duration

This professional association shall be deemed to have come into existence on the date these Articles are filed with the Secretary of State. The professional association shall have perpetual existence.

ARTICLE V

Registered Agent

The address of this professional association's initial registered office is 5417-B Lake Margaret Drive, Orlando, FL 32812 and the name of its initial registered agent at said address is JENNIFER L. RYAN. The principal office of the corporation shall be at 5417-B, Orlando, FL 32812.

ARTICLE VI

Incorporators

The name and address of the Incorporator(s) is/are as follows:

Jennifer L. Ryan
5417-B Lake Margaret Drive
Orlando, FL 32812

ARTICLE VII

Board of Directors

The professional association shall have a Board of Directors consisting of one (1) person. The

number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Directors of this professional association is:

Jennifer L. Ryan
5417-B Lake Margaret Drive
Orlando, FL 32812

ARTICLE VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting for the the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the professional association as part of the corporate records

ARTICLE IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this professional association becomes legally disqualified to render the professional services for which the professional association is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the professional association shall forthwith, upon such disqualification of any share holder, purchase such shareholder's share and pay him/her all amounts owing and lawfully due to him/her by the professional association, except that such shares shall not be entitled to dividends.

ARTICLE X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the professional association, and the writings evidencing their consent are filed with be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

Indemnification

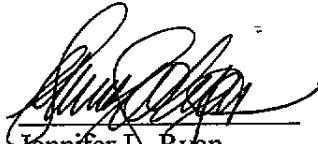
The professional association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment of Bylaws

The power to adopt, alter, amend or repeal the bylaws of the professional association shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 10th day of January, 1999.

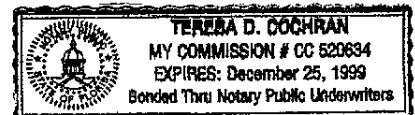

Jennifer L. Ryan
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

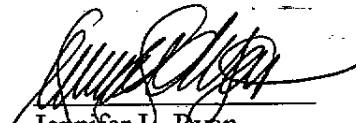
BEFORE ME, the undersigned authority, personally appeared **JENNIFER L. RYAN**, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando in the said County and State, this 10th day of January, 1999.


Notary Public
My Commission Expires



The undersigned, having been named to accept service of process for the above stated professional association at the place designated in this document, I hereby accept act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Jennifer L. Ryan
Registered Agent

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JAN 20 PM 4: 51

FILED