

P99000010134

January 27, 1999

Department of State, Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

100002759541--1  
-01/29/99--01104--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: YOUR PERSONAL ACCOUNTANT, INC.

100002759541--1  
-01/29/99--01104--016  
\*\*\*\*\*52.50 \*\*\*\*\*8.75

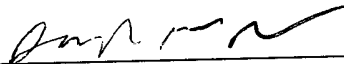
Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of YOUR PERSONAL ACCOUNTANT, INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

The undersigned hereby requests expedited service for this filing.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

  
\_\_\_\_\_  
JAMES R. WARTH JR.  
1859 NORTH WASHINGTON AVENUE,  
SUITE 9000, CLEARWATER, FL 33755-1862

FILED  
99 JAN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 2 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**YOUR PERSONAL ACCOUNTANT, INC.**

FILED  
99 JAN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is YOUR PERSONAL ACCOUNTANT, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 1859 NORTH WASHINGTON AVENUE, SUITE 9000, CLEARWATER, FL 33755-1862.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 1859 NORTH WASHINGTON AVENUE, SUITE 9000, CLEARWATER, Florida 33755-1862, and the name of the Corporation's initial registered agent for service of process at such address is JAMES R. WARTH JR.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:  
JAMES R. WARTH JR., 1859 NORTH WASHINGTON AVENUE, SUITE 9000, CLEARWATER,  
FL 33755-1862.

IN WITNESS WHEREOF, I have hereunto set my hand this 27TH day of

JANUARY, 1999.

\_\_\_\_\_  
JAMES R. WARTH JR.  
1859 NORTH WASHINGTON AVENUE, SUITE  
9000, CLEARWATER, FL 33755-1862

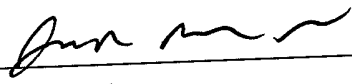
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: YOUR PERSONAL ACCOUNTANT, INC.
2. The name of the registered agent and office is:

JAMES R. WARTH JR.  
1859 NORTH WASHINGTON AVENUE, SUITE 9000, CLEARWATER, Florida  
33755-1862

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

SIGNATURE   
DATE 1/27/99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA