

P99000015508

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Accounting Department
of Orlando, Inc.

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WILSON, GUY, KARL & CO., P.A.

Signature

Requested by:

Name

2/17/99 10:39

Date

Time

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Art of Inc. File _____
 LTD Partnership File _____
 Foreign Corp. File _____
 L.C. File _____
 Fictitious Name File 30000277869-6
 Trade/Service Mark 02/17/99-01028-027
 Merger File 02/17/99-01028-027
 Art. of Amend. File 02/17/99-01028-027
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
 Cert. Copy _____
 Photo Copy _____
 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
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 UCC 1 or 3 File _____
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ARTICLES OF INCORPORATION
OF
ACCOUNTING DEPARTMENT OF ORLANDO, INC.

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FLORIDA CORPORATION
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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be: Accounting Department of Orlando, Inc. The Street Address shall be: 505 Christor Place, Suite 1, Orlando, Florida 32803.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

EFFECTIVE DATE
02-12-99

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having a par value of one dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

4. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or

qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 940 North Highland Avenue, Orlando, Florida 32803.

The name of the initial registered agent of this corporation at that address shall be: Richard H. Adams

ARTICLE VI - INITIAL OFFICERS

The name and street address of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until successors are elected or appointed and have qualified, are:

President: George G. Tasch

Secretary: Joann Weeks

ARTICLE VII - INITIAL DIRECTOR

This corporation shall consists of one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until a successor is elected or appointed and has qualified, are:

George G. Tasch
512 Cathcart Avenue
Orlando, FL 32803

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

George G. Tasch
512 Cathcart Avenue
Orlando, FL 32803

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - AMENDMENT

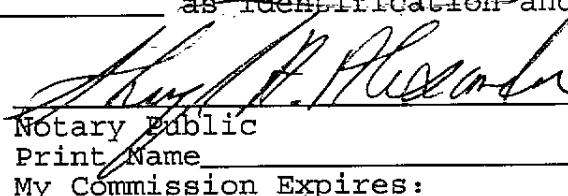
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12th day of February, 1999.


George G. Tasch

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this _____ day of February, 1999 by GEORGE G. TASCH who is personally known to me or ~~who has produced~~ _____ as identification and who did/did not take an oath.


Notary Public
Print Name _____
My Commission Expires: _____

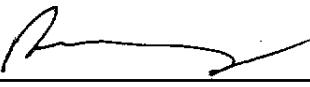
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT Accounting Department of Orlando, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named its Registered Agent, Richard H. Adams, in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Richard H. Adams

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