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February 17, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/18/99-01047-015
*****70.00 *****70.00

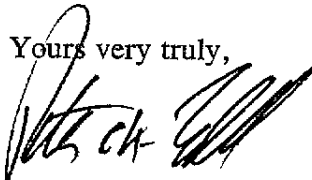
Re: Articles of Incorporation for
CPA Choice, Inc.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for CPA CHOICE, INC., together with my check in the amount of \$70.00, which pays for the initial filing of the Articles plus the right to issue up to 10,000 shares of stock.

Would you be so kind as to provide me with a copy of the recorded Articles. Thank you for your cooperation.

Yours very truly,



PETER C.K. ENWALL

PCKE/rtw
Enclosures

FILED
99 FEB 18 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 19 1999
2000

ARTICLES OF INCORPORATION
OF
CPA CHOICE, INC.

FILED
99 FEB 18 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name. The name of this Corporation is CPA CHOICE, INC.

ARTICLE II

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these Articles and the filing of these Articles with the Office of the Florida Secretary of State.

ARTICLE III

Purpose. The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Address. The street address of the initial principal office and the mailing address of the corporation is: 2811 NW 41st Street, Building C, Gainesville, Florida, 32606.

ARTICLE V

Capital Stock. This Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE VII

Initial Registered Office and Agent. The street address of the Corporation's initial registered office and the name of its initial registered agent at that office is Douglas H. Thompson, Jr., whose address is 2811 NW 41st Street, Building C, Gainesville, Florida, 32606, and a written acceptance of same is appended to these Articles.

ARTICLE VIII

Initial Board of Directors. The number of Directors of the corporation shall be established from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director of the corporation is:

Douglas H. Thompson, Jr.
2811 NW 41st Street, Building C
Gainesville, Florida, 32606


ARTICLE IX

Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase 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 issue 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.

ARTICLE X

Incorporator. The name and address of the incorporator is Douglas H. Thompson, Jr., 2811 NW 41st Street, Building C, Gainesville, Florida, 32606.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of February, 1999.


DOUGLAS H. THOMPSON, JR.


Articles of Incorporation
CPA Choice, Inc.

Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared DOUGLAS H. THOMPSON, JR., who being sworn, deposes and says that he is the Incorporator of these Articles of Incorporation, and such Incorporator verifies that all statements and information contained herein are true and correct.

Dated this 17th day of February, 1999.

 Rebecca Tarra Ward
My Commission CC874295
Expires May 01, 1999



Notary Public

Print Name:

Commission Expiration Date:

Commission Number:

Articles of Incorporation
CPA Choice, Inc.

REGISTERED AGENT'S ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for this Corporation.


DOUGLAS H. THOMPSON, JR.
Registered Agent

FILED

99 FEB 18 PM 12:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA