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M. DONALD DRESCHER
ATTORNEY AT LAW

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MIAMI, FLORIDA 33156
(305) 667-1822

March 1, 1996

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

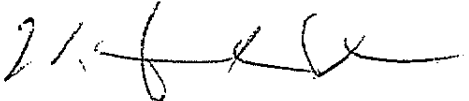
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***122.50 ***78.75

RE: THOMAS H. ACKROYD, C.P.A., P.A. and
ACKROYD FINANCIAL SERVICES, Inc

Gentlemen:

Enclosed are the Articles of Incorporation of the above, together with my checks in the amount of \$122.50 for each. Please furnish us with certified copies.

Very truly yours,



M. DONALD DRESCHER

MDD/bhs

Pub Acct. Serv.

encl:

FILED
99 MAR -3 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donald Drescher GAVE
AUTHORIZATION BY PHONE TO
CORRECT Response
DATE 3-8-99
DOC. EXAM OB

OB
3-8-99

ARTICLES OF INCORPORATION
OF

---THOMAS H. ACKROYD, C.P.A., P.A.

a Professional Association.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is

THOMAS H. ACKROYD, C.P.A., P.A.

ARTICLE II

PURPOSE

The general purpose of purposes for which the corporation is initially organized shall be to engage in the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

Public Accounting Services

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock having a One (\$1.00) ^{dollar} value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

11430 N. Kendall Drive
Suite 106
Miami, FL 33176

and the name of the initial registered agent at that address is:

THOMAS H. ACKROYD

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this Corporation are:

THOMAS H. ACKROYD
11430 N. Kendall Drive
Suite 106
Miami, FL 33176

ARTICLE VIII

SUBSCRIBER

The name and address of each subscriber to the Articles of Incorporation is:

NAME

ADDRESS

THOMAS H. ACKROYD

11430 N. Kendall Drive
Suite 106
Miami, FL 33176

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes

for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 26 day of February, 1999..

 (SEAL)
THOMAS H. ACKROYD

STATE OF FLORIDA)
MIAMI-)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
THOMAS H. ACKROYD to me well known and known
to me to be the individual described in, and who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed the same for the purposes therein expressed, and
he presented identification in the form of Florida Drivers License .

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at the City of Miami, County of Dade
Florida, this 26 day of February A.D. 1999

7164

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



M. Donald Drescher
MY COMMISSION # 00631511 EXPIRES
June 24, 2001
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT THOMAS H. ACKROYD, C.P.A., P.A.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami,

HAS NAMED THOMAS H. ACKROYD

LOCATED AT 11430 N. Kendall Drive, Suite 106, Miami, FL 33176
(street address and number of building,
post office box addresses are unacceptable)

CITY OF Miami STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Thomas H. Ackroyd
(CORPORATE OFFICER)

TITLE THOMAS H. ACKROYD, President, /Director

DATE February 26, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE 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.

SIGNATURE

Thomas H. Ackroyd
THOMAS H. ACKROYD
REGISTERED AGENT

DATE February 26, 1999

FILED
99 MAR -3 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA