

P 99000027267

815 Smokerise Blvd.
Port Orange, FL 32127
March 17, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Attached are the articles of incorporation for my new corporation. I would like these to be filed with the Division of Corporations for the State of Florida. Please send me a certified copy of the articles. I have enclosed the fee of \$78.75 per my phone conversation with one of your customer service representatives today.

If additional information is needed, please give me a call at (904) 761-8307.
Thank you.

Sincerely,

Pamela G. Williams

Pamela G. Williams

FILED
199 MAR 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pamela Williams GAVE
AUTHORIZATION BY PHONE TO
CORRECT add RA acceptance
DATE 3/25/99
COC. EXAM BB

B. BROCK MAR 25 1999

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Articles of Incorporation

Of

Accounting First, Inc.

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99 MAR 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1. Name.

The name of this Corporation is:

Accounting First, Inc.

Article 2. Duration.

This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the office of the Secretary of State for the State of Florida.

Article 3. Purpose.

This corporation is organized for the purpose of transacting any or all lawful business.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is FIVE HUNDRED (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Address.

The street address of **Accounting First, Inc.** is the following:

815 Smokerise Blvd.
Port Orange, FL 32127

The mailing address of the Corporation is the same as above.

Article 6. Pre-emptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to the others.

Article 7. Initial Registered Office and Agent.

The street address of the initial Registered Office of the Corporation is 815 Smokerise Blvd., Port Orange, Florida 32127 and the name of its initial Registered Agent at that address is PAMELA G. WILLIAMS.

Article 8. Board of Directors.

The Incorporator, as hereinafter set forth, agrees that there will be no board of directors for this corporation and that the responsibilities and duties normally performed by the board of directors shall be performed by the shareholders of this corporation.

Article 9. Incorporators.

The name and address of each Incorporator is as follows:

Pamela G. Williams 815 Smokerise Blvd.
Port Orange, FL 32127

Article 10. Indemnification.

This corporation shall indemnify any officer to the full extent of the law.

Article 11. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to same, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17th day of March, 1999.

I hereby accept the appointment as registered agent.

STATE OF FLORIDA
COUNTY OF VOLUSIA

Pamela G. Williams

PAMELA G. WILLIAMS
INCORPORATOR/REGISTERED AGENT

Before me personally appeared PAMELA G. WILLIAMS known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 17 day of March, 1999, by PAMELA G. WILLIAMS who is personally known to me.

Penelope Parr

Notary Public
State of Florida



"OFFICIAL SEAL"
Penelope Parr
My Commission Expires 10/20/2001
Commission #CC 689984

FILED
MAR 18 AM 8:46
CLERK OF STATE
TALLAHASSEE, FLORIDA