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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Michael Dowdy, CPA, P.A.

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**ARTICLES OF INCORPORATION
OF
MICHAEL DOWDY, CPA, P.A.
A PROFESSIONAL CORPORATION**

The undersigned, all of whom are duly licensed to practice Accounting in the State of Florida, desiring to form a professional corporation in accordance with Chapter 621 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME AND PLACE OR BUSINESS

The name of the Corporation shall be MICHAEL DOWDY, CPA, P.A. and the principal place of business and mailing address shall be 550 N. Reo Street, Suite 300, Tampa, Florida, 33609.

ARTICLE TWO

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation. .

ARTICLE THREE

PURPOSE

The purpose for which the Corporation is organized shall be to engage in the practice of Accounting within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

Charles A. Moore, Esq., #147450
Macfarlane Ferguson & McMullen
P.O. Box 1531
Tampa, Florida 33601
(813) 273-4200

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TALLAHASSEE, FLORIDA

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ARTICLE FOUR

PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice Accounting within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this corporation, acting through its duly elected officers.

ARTICLE FIVE

INCORPORATORS

The names and post office addresses of the incorporators are:

Charles A. Moore, Esq., #147450
400 North Tampa Street - Suite 2300
Tampa, Florida 33602

ARTICLE SIX

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01 or without par value.


ARTICLE SEVEN

AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

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IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29th day of March, 1999.




Incorporator
Charles A. Moore, Esq.

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

On this 29th day of March, 1999, before me, the undersigned officer, personally appeared C.A. MOORE, known to me to be the person whose name is subscribed to this document, and acknowledged that (he/she) executed this document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.


Notary Public
My Commission Expires:

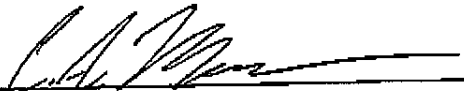


Lora A. Brownson
My Commission CG612515
Expires January 9 2001

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of **MICHAEL DOWDY, CPA, P.A.** in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



CHARLES A. MOORE, ESQ.
Registered Agent
400 N. Tampa Street - Suite 2300
Tampa, Florida 33602

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