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TRANSMITTAL LETTER
April 23, 1999

EFFECTIVE DATE

5-1-99

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002852301--6
-04/26/99--01160--006
*****70.00 *****70.00

SUBJECT: Jackson Accounting & Advisory Services, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 Filing Fee and Designation of Registered Agent.

FROM: Bruce C. Jackson
2427 East Mall Dr., Suite 430
Fort Myers, FL 33901-9131
(941) 277-7617

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
5-1-99

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is Jackson Accounting & Advisory Services, Inc. --

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2427 East Mall Dr., Suite 430
Fort Myers, FL 33901

ARTICLE III. CORPORATE DURATION; TRANSFERABILITY AND OWNERSHIP OF SHARES

The duration of the corporation is perpetual. Shares of this corporation shall always be owned by and transferred to persons as described in §1361(b)(1)(B) of the U. S. Internal Revenue Code of 1986 as amended. At least one shareholder, initially the Executive Officer/Administrator, shall not have post-secondary education in accountancy beyond the equivalent of two semesters of Intermediate Accounting, one semester of Individual Taxation, one semester of Business Taxation, one semester of Exempt Organization Accounting, and one semester of Managerial Accounting/Finance, and shall function at the highest level as a technical assistant. In any case, the number of shareholders shall not exceed five (5), and each shareholder shall hold no more nor fewer shares than any other shareholder of this corporation.

ARTICLE IV. MISSION STATEMENT

Jackson Accounting & Advisory Services, Inc., shall provide relevant and reliable business services, not to be limited to accounting services, to individuals, businesses, and exempt organizations. The high quality of rendered services shall, at least in part, allow the clients to make rational and optimal business decisions.

ARTICLE V. CAPITALIZATION

The aggregate number of common shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

2427 East Mall Dr., Suite 430
Fort Myers, FL 33901

The name of the initial registered agent at such address, is Bruce C. Jackson.

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

ARTICLE VII. DIRECTORS

The number of directors constituting the initial board of directors of the corporation is Two (2). The name and address of each individual who is to serve as a member of the initial board of directors are:

Name	Address
Bruce C. Jackson	2427 E. Mall Dr., Suite 430; Fort Myers, FL 33901
Monserrat G. Jackson	2427 E. Mall Dr., Suite 430; Fort Myers, FL 33901

ARTICLE VIII. OFFICERS

The name and address of each officer who is to assume the duties thereof are:

Name	Address
<i>Executive Officer/ Consultant</i> Bruce C. Jackson	2427 E. Mall Dr., Suite 430; Fort Myers, FL 33901
<i>Executive Officer/ Administrator</i> Monserrat G. Jackson	2427 E. Mall Dr., Suite 430; Fort Myers, FL 33901

ARTICLE IX. EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation is May 1, 1999.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Name	Address
Bruce C. Jackson	2427 E. Mall Dr., Suite 430; Fort Myers, FL 33901



 Signature/Incorporator

04/23/1999

 Date

State Of Florida
County Of Lee

ARTICLES OF INCORPORATION

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Bruce C. Jackson

Signature/Registered Agent

04/23/1999

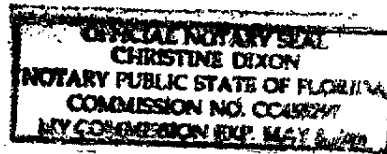
Date

On April 23, 1999, Bruce C. Jackson, designated above as the individual who shall serve as the corporation's registered agent, and the individual, designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Christine Dixon
NOTARY PUBLIC

My Commission Expires: 5-8-99



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SECRETARY OF STATE
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