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ROCH A. D'AOUST, C.P.A.
ROBERT D. HARRIS, III, C.P.A.
JOHN D. JOHNSON, C.P.A.
KATHERINE A. LYNN, C.P.A.

MEMBERS
AMERICAN INSTITUTE OF C.P.A.'S
FLORIDA INSTITUTE OF C.P.A.'S

May 7, 1999

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

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*****70.00 *****70.00

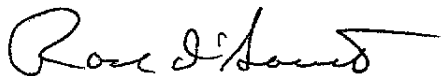
RE: FILING OF ARTICLES OF INCORPORATION

Gentlemen,

Enclosed please find two executed copies of the articles of incorporation of Professional Financial Services of Bay County, Inc. along with a filing fee of \$70.00. Please return a filed copy to Roch A. D'Aoust, C.P.A., 2232 24th Street, Panama City, Florida, 32405.

Your assistance will be greatly appreciated.

Very truly yours,



Roch A. D'Aoust, C.P.A.

FILED
99 MAY 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 13 1999

ARTICLES OF INCORPORATION

OF

PROFESSIONAL FINANCIAL SERVICES OF BAY COUNTY, INC.

FILED
99 MAY 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Professional Financial Services of Bay County, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2232-24th Street, Panama City, Florida, 32405, and the name of the original registered agent at that address of this corporation is Roch A. D'Aoust.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Roch A. D'Aoust

2232-24th Street
Panama City, FL 32405

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Roch A. D'Aoust
2232-24th Street
Panama City, Fl 32405

ARTICLE VIII - PRE-EMPTIVE STOCK RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal, this 7th day of May, 1999.



Roch A. D'Aoust

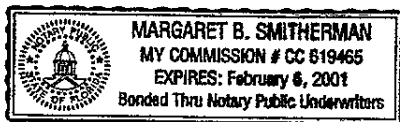
STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared, Roch A. D'Aoust, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that his execution thereof was his free act and deed, for the uses and purposes therein mentioned and expressed.

SWORN TO and subscribed before me this 7th day of May, 1999, by Roch A. D'Aoust, who is personally known to me.

Margaret B. Smitherman
Notary Public

MARGARET B. SMITHERMAN
(Type/Print Name of Notary)
Commission No./Expiration
#CC 619465 2-6-2001



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

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Professional Financial Services of Bay County, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at 2232-24th Street, Panama City, Florida, 32405, has named Roch A. D'Aoust, located at said address, as its agent for service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Roch A. D'Aoust

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TALLAHASSEE FLORIDA