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FLORIDA PROFIT CORPORATION OR P.A.

Cosentino & Vance, Certified Public Accountants, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION OF
COSENTINO & VANCE, CERTIFIED PUBLIC ACCOUNTANTS, P.A.

The undersigned, for the purpose of forming a Professional Service Corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the Professional Service Corporation is Cosentino & Vance, Certified Public Accountants, P.A.

Section 1.2 Address of Principal Office. The address of the principal office of the Professional Service Corporation is c/o Foley & Lardner, 200 Laura Street, Third Floor, Jacksonville, Florida 32202.

ARTICLE 2

DURATION

Section 2.1 Duration. This Professional Service Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. The purposes of this Professional Service Corporation shall be to engage in every phase and aspect of the business of rendering to the public the same professional accounting services, a certified public accountant, duly licensed under the laws of the State of Florida, is authorized to render; provided, that such professional accounting services shall be rendered only through those corporate officers, employees and agents who are duly licensed or otherwise legally authorized within the State of Florida to practice as certified public accountants within the State of Florida; provided, further, that nothing herein contained shall be deemed to prevent the Professional Service Corporation from employing unlicensed persons in capacities in

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which they will not render such professional services to the public in the course of their employment.

The Professional Service Corporation may also engage in any other activities not specifically prohibited to either corporations for profit under the laws of the State of Florida or to corporations organized under the Florida Professional Service Corporation and Limited Liability Company Act, and the Professional Service Corporation shall also have the power to do all things necessary and proper to enable it to render such professional services and to engage in such activities, including, but not limited to, the powers enumerated in the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Act or any amendment thereto, insofar as such powers do not conflict with the laws of the United States and the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this Professional Service Corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.10 per share. The shares shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Professional Service Corporation upon liquidation or dissolution. The shares may only be issued to, held by or transferred to a person who is licensed to practice as a certified public accountant in the State of Florida and who, unless disabled, is actively engaged in the State of Florida in practice as a certified public accountant. Each share certificate issued by the Professional Service Corporation shall disclose the foregoing restriction by appropriate endorsement which shall include a statement that shares standing in the name of a person who is legally disqualified to practice as a certified public accountant in Florida, retired or deceased, are void except during holding periods otherwise provided by law. Shares in the Professional Service Corporation shall be voted only by the holder of record or by another shareholder in accordance with a proxy or an agreement providing for the voting of shares. A shareholder who is legally disqualified to practice as a certified public accountant in Florida or the personal representative of a deceased shareholder, though otherwise legally holding the shares, shall not be authorized at any time to participate in or to vote upon any matter concerning the rendering of professional services by the Professional Service Corporation.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this Professional Service Corporation is 200 Laura Street, Third Floor, Jacksonville, Florida 32202 and the name of the initial registered agent of this Professional Service Corporation at that address is F&L Corp.

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ARTICLE 6

DIRECTORS

Section 6.1 Number. This Professional Service Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. At least one member of the Board and the President of the Professional Service Corporation shall be licensed to practice as a certified public accountant in the State of Florida. If the Board of Directors includes a person or persons not licensed to practice as a certified public accountant in the State of Florida, such person or persons shall in no way participate in or have the responsibility for decisions relating wholly to professional considerations.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the Professional Service Corporation are:

<u>Name</u>	<u>Address</u>
Lisa Cosentino	Post Office Box 56227 Jacksonville, Florida 32241-6227
Dawn Vance	Post Office Box 56227 Jacksonville, Florida 32241-6227

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this Professional Service Corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this Professional Service Corporation are:

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Name

Address

John A. Tucker IV, Esquire

200 Laura Street, Third Floor
Jacksonville, FL 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This Professional Service Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 4th, 1999.



John A. Tucker IV, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Professional Service Corporation, at the place designated in the above Articles of Incorporation, F&L Corp. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

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