

P99000060456

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

Celebrating Our 75th Anniversary
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3965

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD*
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

June 25, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: STEVEN ZAFFOS, P.A. and
ACCURATE TRANSCRIPTION SERVICES OF
SOUTH FLORIDA, INC.

200002917222--6
-06/28/99--01097--018
****157.50 *****78.75

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporations. Also enclosed is our check in the amount of \$157.50 to cover the following for each corporation:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.


Craig R. Hersch

CRH:dlb
Enclosures
H-1040

FILED
1999 JUL -6 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 30, 1999

SHEPPARD, BRETT, STEWART & HERSCH, P.A.
PO DRAWER 400
FORT MYERS, FL 33902

SUBJECT: STEVEN ZAFFOS, P.A.
Ref. Number: W99000015162

We have received your document for STEVEN ZAFFOS, P.A. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 799A00034463

COPY

FILED

1999 JUL -6 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STEVEN ZAFFOS, P.A.

The undersigned subscriber(s) to these Articles of Incorporation, being duly licensed to practice public accounting under the laws of the State of Florida, adopt(s) these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I
NAME

The name of the professional service corporation is STEVEN ZAFFOS, P.A.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1941 Northwest 182nd Terrace, Pembroke Pines, Florida 33029.

ARTICLE III
PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the service of public accounting.

ARTICLE IV
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
CAPITAL STOCK

The capital stock of the professional service corporation shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice public accounting in the State of Florida.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is: 1941 Northwest 182nd Terrace, Pembroke Pines, Florida 33029. The name of the initial registered agent at that address is STEVEN ZAFFOS.

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of not less than one (1) or more than five (5) members. The name(s) and address(es) of the member(s) of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN ZAFFOS	1941 Northwest 182 nd Terrace Pembroke Pines, Florida 33029

ARTICLE VIII
SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these Articles of Incorporation as subscriber(s) are:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN ZAFFOS	1941 Northwest 182 nd Terrace Pembroke Pines, Florida 33029

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

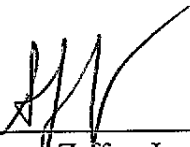
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice public accounting in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

23rd day of June, 1999.

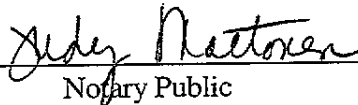


Steven Zaffos, Incorporator

STATE OF FLORIDA

COUNTY OF Broward

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd day of June, 1999, by STEVEN ZAFFOS, () who is personally known to me or () who produced _____ as identification.



Notary Public

Printed Name of Notary: JUDY MATTONEN

(SEAL)

Comm. Exp. Date: 5/26/03

Comm. Number:



Judy Mattonen
My Commission: CC925099
Expires May 20, 2003

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT STEVEN ZAFFOS, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Pembroke Pines, COUNTY OF Broward, STATE OF FLORIDA, HAS NAMED STEVEN ZAFFOS, LOCATED AT 1941 Northwest 182nd Terrace, (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), Pembroke Pines, Broward COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

STEVEN ZAFFOS, P.A.
Signature: [Signature]
(Corporate Officer)
Title: President/Secretary
Date: 6/23/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: [Signature]
Resident Agent
Date: 6/23/99

FILED
1999 JUL -6 AM 9:04
TALLAHASSEE, FLORIDA