JOHN MARSHALL, CPA, P.A.

PROFESSIONAL ASSOCIATION

CERTIFIED PUBLIC ACCOUNTANT

1700 Indian Rocks-Road South

LARGO, FLORIDA 33774

(813) 584-8687

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John Marshall, CPA, P.A. John Marshall, CPA, P.A. Certified Public Accountant Certified Public Accountant Certified Public Accountant 12800 Indian FL 33774 MEMBER

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

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Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 300002956653---3 -08/11/99--01027--008 ******70.00 ******70.00

SUBJECT: QuickBooks Tax & Accounting Services, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for filing fee. Please return articles to:

QuickBooks Tax & Accounting Services, Inc. 12800 Indian Rocks Road, #6 Largo, Florida 33774 Phone: 727-596-1981

99 AUG 11 AM 9: 55
SECRETARY OF STATE
AND ASSEE, FLORIDA



158/17/99

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, Competent to Contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

CORPORATE NAME

The name of the corporation is:

QUICK BOOKS TAX & ACCOUNTING SERVICES, INC.

ARTICLE TWO

DURATION

The corporation shall exist perpetually unless dissolved under Florida law.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity or business permitted under the laws of the United States, and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00), which shall be voting stock shares.

ARTICLE FIVE

COMMENDEMENT OF BUSINESS

The Corporation will not begin business activity until it has received the value of the shares, the equivalent of ONE Thousand Dollars (\$1,000.00), in cash or property.

SECKETARY OF STATE

FILED

ARTICLE SIX

BOARD OF DIRECTORS

The corporation shall have ONE (1) director initially and may be increased or diminished from time to time as allowed in the bylaws, but shall never be less than one. The name and address of the director is:

JOHN MARSHALL, 12800 INDIAN ROCKS ROAD STUITE #6, LARGO, FL 33774

ARTICLE SEVEN

PRINCIPAL OFFICE ADDRESS

The address of the registered office is:

12800 INDIAN ROCKS ROAD STUITE #6, LARGO, FL 33774

The registered agent for the corporation at this address is:

JOHN MARSHALL

ARTICLE EIGHT

REGISTERED OFFICE

The address of the incorporator is:

12800 INDIAN ROCKS ROAD STUITE #6, LARGO, FL 33774

The incorporator for the corporation at this address is:

JOHN MARSHALL

ARTICLE TEN

BYLAWS

The directors are empowered to make, alter, amend or repeal any and all bylaws of the corporation without restrictions of the powers conferred by the Statutes of the State of Florida.

ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of the Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWELVE

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the shareholders of the corporation.

Signed this 8th day of august, 1999

President, Registered Agent,

Incorporator

REGISTERED AGENT OF:

I, John A Marshall, accept the designation of Registered Agent for the corporation named above and agree to maintain the registered office of the corporation as required.

SIGNED

John A Marshall

REGISTERED AGENT

ECRETARY OF STA