

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

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October 6, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
Tallahassee, Florida 32301

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*****78.75 *****78.75

In Re: Douglass E. Pereboom, C.P.A., P.A.

Dear Sir:

Enclosed you will find an original and duplicate copy of the Articles of Incorporation and the Registered Agent Certificate for Douglass E. Pereboom, C.P.A., P.A. The original Articles of Incorporation should be filed in your office. A certified copy of the Articles should then be mailed to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.


You will also find enclosed a check in the amount of \$78.75, in payment of the following fees:

Filing Fee	\$ 70.00
Certified Copy Fee	<u>8.75</u>
TOTAL	<u>\$78.75</u>

If there is any reason why the Articles will not be filed immediately, please call me at the above number. Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



W. Glenn Dempsey

WGD/cr
Enclosures
cc: Douglass E. Pereboom

FILED
99 OCT 11 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMC 10/15/99

ARTICLES OF INCORPORATION
OF
DOUGLASS E. PEREBOOM, C.P.A., P.A.

FILED
99 OCT 11 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is DOUGLASS E. PEREBOOM, C.P.A., P.A.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 2605 Mohawk Circle, West Palm Beach, Florida 33409.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of providing accounting, audit and tax services, and all other businesses related thereto.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2605 Mohawk Circle, West Palm Beach, Florida 33409, and the name of the initial registered agent of this corporation is Douglass E. Pereboom.

ARTICLE VII - BOARD OF DIRECTORS

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

Douglass E. Pereboom
2605 Mohawk Circle
West Palm Beach, Florida 33409

ARTICLE VIII - OFFICERS

The following person shall be the sole officer of this corporation from its inception, and until his successor is duly elected and qualified:

President/Secretary/Treasurer: DOUGLASS E. PEREBOOM

ARTICLE IX - INCORPORATOR

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

Douglass E. Pereboom
2605 Mohawk Circle
West Palm Beach, Florida 33409

ARTICLE X - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify its officers and directors from and against any and all claims and liabilities to which such person shall become subject by reason of his serving as a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him while serving as a director or officer of the corporation, and the corporation shall reimburse such person for all legal and other expenses reasonably incurred by such person in connection with any such claim or liability.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of October, 1999.



DOUGLASS E. PEREBOOM

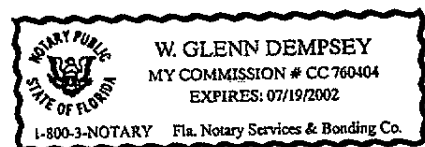
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this _____ day of October, 1999, by DOUGLASS E. PEREBOOM, who is either personally known to me or who has produced his drivers license as identification.



Notary Public State of Florida

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, DOUGLASS E. PEREBOOM, C.P.A., P.A. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named DOUGLASS E. PEREBOOM, whose address is 2605 Mohawk Circle, West Palm Beach, Florida 33409, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: October 6, 1999


DOUGLASS E. PEREBOOM

CR/Doc99/Pereboom - P.A. Articles

FILED
99 OCT 11 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA