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TALLAHASSEE, FLORIDA

December 15, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/22/99-01093-008
****122.50 ****78.75

Re: J. Micheal Smith, C.P.A., P.A.

Gentlemen:

Enclosed are two original Articles of Incorporation for the above named corporation.

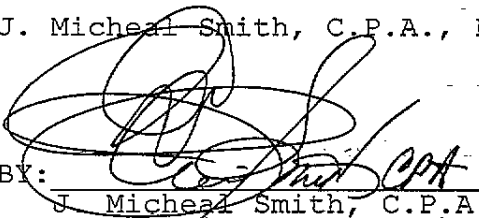
Also enclosed is my check dated today in the amount of \$122.50, representing the filing fee, and certified copy fee payable to Secretary of State.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

If you should have any questions, please do not hesitate to call.

Sincerely,

J. Micheal Smith, C.P.A., P.A.,

BY: 
J. Micheal Smith, C.P.A.

JMS
enclosures

Certified Mail
Return Receipt Requested
P 372 100 047

S. Thompson DEC 29 1999

ARTICLES OF INCORPORATION

OF

J. Micheal Smith, C.P.A., P.A.

FILED
99 DEC 22 AM 8:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person, who is licensed and is otherwise legally authorized to practice the profession of public accounting as a Certified Public Accountant under Chapter 455 and 473, Florida Statutes, in the State of Florida, hereby forms a professional service corporation in accordance with Florida's "Professional Service Corporation and Limited Liability Company Act", Chapter 621, Florida Statutes, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - Name

The name of this corporation is J. Micheal Smith, C.P.A., P.A.

ARTICLE II - Purpose

The Corporation is organized for the following purposes:

1. To engage in the practice of accounting, income tax preparation and other financial services as a professional corporation and to carry on services incident thereto.

2. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, or for any other purpose authorized by law.

3. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to practice medicine or are otherwise legally permitted to assist the practice of medicine in the State of Florida.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or Corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation shall be 1601 Rickenbacker Drive, Suite 4, Sun City Center, Florida 33573-5332.

ARTICLE IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - Initial Registered Office and Agent

The name of the original registered agent and the street address of the initial registered office of this corporation is: -

J. Micheal Smith, C.P.A.
3105 Rolling Acres Place
Valrico, FL 33594-5654

ARTICLE VI - Initial Board of Directors

This corporation shall have **One (1)** 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 Directors of this corporation are:

J. Micheal Smith, C.P.A. 3105 Rolling Acres Place
Valrico, FL 33594-5654

ARTICLE VII - Subscribers

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

| | |
|--------------------------|---------------------------------------|
| J. Micheal Smith, C.P.A. | Shares Issued: 500 |
| 3105 Rolling Acres Place | Initial Capital Contributed: \$500.00 |
| Valrico, FL 33594-5654 | |

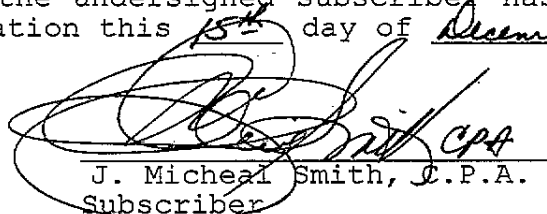
ARTICLE VIII - Duration

This corporation shall have perpetual existence.

ARTICLE IX - Bylaws

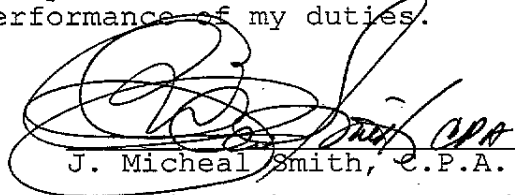
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of December, 1999.


J. Micheal Smith, C.P.A.
Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V, 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.


J. Micheal Smith, C.P.A.

Date: December 15th, 1999.