

TAX PROFESSIONALS, INC. 9123439

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CHARTER NUMBER : 9123439 DP
DATE INCORPORATED: DECEMBER 31, 1991
COUNTY : DOUGLAS
EXAMINER : GERALDINE DUMAS
TELEPHONE : 404-656-2968

MAILED TO:

TERRY THOMPSON
POB 724617
ATLANTA GA 30339

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"THE THOMPSON COMPANY"

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, BY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: JANUARY 02, 1992



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
916-6300

CORPORATIONS
058 0000 656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

V.

The corporation shall have authority, acting by its board of directors, to issue not more than one hundred thousand (100,000.) shares of common class having a par value of \$1.00 per share.

VI.

The corporation shall not commence business until it shall have received consideration of not less than \$500 in value for the issuance of its shares.

VII.

The shareholders of the corporation shall not have any preemptive rights to acquire any unissued shares of the corporation.

VIII.

The address of the initial registered office of the corporation is: 6228 N. Summers Circle
Douglasville, Ga. 30135
and the initial registered agent of the corporation at such address is: Terry Thompson

IX.

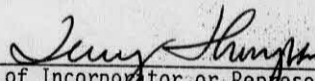
The initial board of directors shall consist of members, the names and address of each of which is as follows:

Terry Thompson	Annette Thompson
P.O. Box 724617	P.O. Box 724617
Atlanta, Ga. 30339.	Atlanta, Ga. 30339

The name and address of the incorporator is:

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

This 31st day of December 1991


(Name of Incorporator or Representative)
Terry Thompson

SECRETARY OF STATE
NOV 1 1991

91 059 058 8881

FOR PROFIT

ARTICLES OF INCORPORATION

OF

THE THOMPSON COMPANY

I.

The name of the corporation is The Thompson Company

II.

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is a corporation for profit and is organized for the following purposes:

- (a) Accounting, Tax, & Financial Planning, Preparation & any & all related services.
- (b) To do all and every necessary and proper for the accomplishment of any of the purposes, or the attaining of any of the objects, or the furtherance of the purposes and objects, enumerated in these Articles of Incorporation, or any amendment thereof, necessary and incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or the attainment of the objects, or the furtherance of such purposes or objects, of the corporation; and
- (c) To enter into, perform, or accomplish any other lawful business activity from time to time, without limitation, as allowed under the provisions of the Georgia Business Corporation Code.
- (d) The mailing address of the principal office is: P.O. Box 724617
Atlanta, Ga. 30339

Secretary of State
Business Services and Regulation

Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

FORM NUMBER : NR
CERTIFICATE DATE : 09/24/91
DOCKET NUMBER : 91263309
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY:

TERRY THOMPSON
6228 NORTH SUMMERS CIR
DOUGLASVILLE GA 30135

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"THE THOMPSON COMPANY"

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NONPROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
91 656-3079

CORPORATIONS
060 0003 656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date: 12/31/91 Code: dp Docket Number: 92002477
Assigned Exam: 7/4 Amount: \$ 40.00 By: _____
Charter Number: 9123439 Completed: _____

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: THE THOMPSON COMPANY
Mailing Address: P.O. Box 724617
City: Atlanta County: Cobb State: GA Zip Code: 30339

III. Fees Submitted By: _____
Amount Enclosed: \$ _____ Check Number: _____

IV. Incorporator: Terry Thompson
Address: P.O. Box 724617
City: Atlanta State: GA Zip Code: 30339

Incorporator: _____
Address: _____
City: _____ State: _____ Zip Code: _____

V. Registered Agent/Office: Terry Thompson
6228 North Summers Circle
City: Douglasville County: Douglas State: GA Zip Code: _____

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST
1. Original and one conformed copy of Articles of Incorporation _____
2. Corporate name verification number _____
3. Authorized shares stated _____
4. Incorporator's signature _____
5. Post effective date, if applicable _____
6. Number of pages attached _____

VII. Applicant/Attorney: Terry Thompson Telephone: 920-9000
Address: _____
P.O. Box 724617
City: Atlanta State: GA Zip Code: 30339

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: Terry Thompson Date: 12-31-91

JAN. 08 1992

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 033280582
CONTROL NUMBER : K123439
DATE INCORPORATED: 12/31/1991
DATE DISSOLVED : 07/17/1994
EFFECTIVE DATE : 11/17/2003
REFERENCE : 0044
PRINT DATE : 11/24/2003
FORM NUMBER : 616

TERRY THOMPSON
3740 DOUGLAS RIDGE
DOUGLASVILLE, GA 30135

CERTIFICATE OF REINSTATEMENT WITH NAME CHANGE

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

THE THOMPSON COMPANY
A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, changing its name to

TAX PROFESSIONALS, INC.

and has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State



Cathy Cox
Secretary of State

CORPORATIONS DIVISION
Suite 315 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530
(404) 656-2817

033280587-122
033240960-122

SECRETARY OF STATE

2003 NOV 17 A 10:10

TERRY THOMPSON
3740 DOUGLAS RIDGE
DOUGLASVILLE, GA 30135

Reservation Number : 033110865
Control Number : K123439
Date Dissolved : 07/17/1994
Telephone Number : (404) 656-2817
Amount Due : \$265.00
Print Date : 11/07/2003
Form Number : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

THE THOMPSON COMPANY

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

TAX PROFESSIONALS, INC.

This application must be accompanied by the annual registration and the amount due above which is the sum of the filing fee, and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

Signature & Title

Date

Terry Thompson - Pres.

11/13/03