

FISHERMAN & COMPANY, P.C.

FISHERMAN & COMPANY, P.C.

746444

by stock, 11-28-79

1977

Fulton County

of Peter Fishman

Handwritten signature and initials

Max. 100,000 shares par 1 @ \$1.00 each. Paid in \$500.00

DUPLICATE



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

The articles of incorporation of FISHMAN & RODGERS, P.C. have been duly amended under the laws of the State of Georgia changing its name to "FISHMAN & COMPANY, P.C." on the 28th day of November, 1979, by the filing of articles of amendment 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 amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 28th day of NOVEMBER in the year of our Lord One Thousand Nine Hundred and Seventy one and of the Independence of the United States of America the Two Hundred and four.



SECRETARY OF STATE EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF AMENDMENT

The shareholders of Fishman & Rodgers, P.C., a corporation organized and existing under the laws of the State of Georgia, did on the 15th day of October, 1979, adopt an Amendment to the Articles of Incorporation of said corporation as follows:

"The corporate name of Fishman & Rodgers, P.C., is hereby amended so that the name of the corporation shall henceforth be Fishman & Company, P.C."

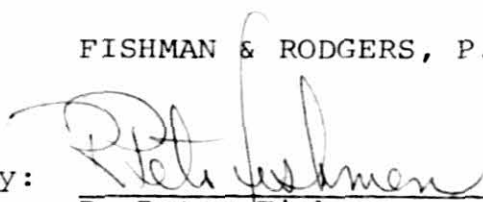
Said Amendment was adopted by a unanimous vote of the holders of the outstanding shares, which were entitled to vote thereon. There are Five Hundred (500) outstanding shares of common stock, all of which voted in favor of said Amendment. The vote of a majority of shareholders entitled to vote is required to amend the Articles of Incorporation.

IN WITNESS WHEREOF, Fishman & Rodgers, P.C., has caused these Articles of Amendment to be executed and its corporate seal to be affixed and has caused the foregoing to be attested, all by its duly authorized officers, on this 15th day of October, 1979.

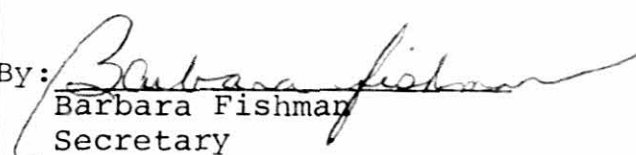
Attest this 15th day
of October, 1979.

FISHMAN & RODGERS, P.C.

By:


R. Peter Fishman
President

By:


Barbara Fishman
Secretary

SECRETARY OF STATE

NOV 28 9 42 AM '79

STATE OF GEORGIA

State of Georgia



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"FISHMAN & COMPANY, P.C."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

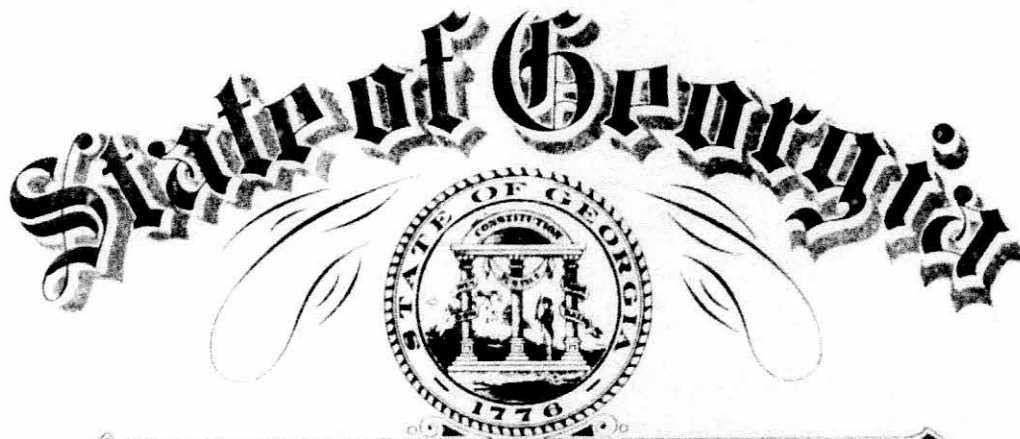


In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
19th day of October, in the year of our Lord
One Thousand Nine Hundred and Seventy nine and
of the Independence of the United States of America the Two
Hundred and four.

David B. Poythress

Secretary of State, Ex Officio Corporation
Commissioner of the State of Georgia

DUPLICATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

"FISHMAN & RODGERS, P.C."

was on the **4th** day of **June**, **1976**,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Fulton County for a period of **perpetual** years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of my office, at the Capitol, in the City of
Atlanta, this **9th** day of **June**
of our Lord One Thousand Nine Hundred and Seventy
six and of the Independence of the United States
of America the Two Hundredth.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION

OF

FISHMAN & RODGERS, P.C.

I

The name of the corporation is:

FISHMAN & RODGERS, P.C.

II

The corporation shall have perpetual duration.

III

The corporation is organized for the following purposes:

(A) The corporation shall conduct the practice of the profession of accounting and shall exercise such right, duties and privileges as are allowed by the State of Georgia and the Georgia State Board of Accountancy to those designated and licensed as Certified Public Accountants, shall encourage scientific study in such field, shall promote better business organization, administration, supervision and control in professional work; shall furnish any related services; shall hold, own, and lease such real and personal property as will be useful to the successful operation of the foregoing activities for the better accomplishment of the purposes herein set forth.

(B) Said corporation is further organized for the purposes of pecuniary gain and profit and may do all things necessary and proper for the accomplishment of any of the purposes of the within Articles of Incorporation and may buy, own, design, manufacture, distribute, lease, finance, sell or otherwise dispose of, deal in or with any types of property, both real and personal,

and in so doing may act as principal or agent, as a member of a partnership or joint venture agreement, as licensor or licensee, upon commission or otherwise. Said corporation may enter into any lawful businesses, from time to time, without limitation.

(C) The corporation is organized under the provisions of the "Georgia Professional Corporation Act" which shall govern all relationships between the corporation and its employees, creditors and the public as a whole, and the corporation elects to be governed by the provisions of said Act.

(D) This corporation shall be entitled to all rights, privileges and immunities of a like professional corporation established and existing under the laws of this State as they previously existed, now exist, and may be amended hereafter.

(E) This corporation also shall enjoy the rights, privileges and immunities and shall be subject to the obligations and liabilities of other corporations organized for profit under the "Georgia Business Corporation Code" as it previously existed, now exists or may be amended hereafter, so long as such provisions are not inconsistent with and contrary to the provisions of the "Georgia Professional Corporation Act."

(F) The corporation shall be authorized to issue its common stock pursuant to such prior plans as it may from time to time adopt in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended, and the Board of Directors of the corporation shall be authorized to adopt the initial plan for the issuance of such common stock at its first organizational meeting.

IV

The corporation shall have authority to issue not more than 100,000 shares of common stock at One Dollar (\$1.00) par value. Each share of stock shall be limited and restricted only to the extent and in the manner set out and prescribed in the "Georgia Professional Corporation Act."

V

The corporation shall not commence business until it shall have received not less than Five Hundred Dollars (\$500.00) in payment for the issuance of stock.

None of the holders of shares of common stock of the corporation shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

The Board of Directors of the corporation may authorize the issuance of bonds, debentures and other evidences of indebtedness of the corporation and may fix all the terms thereof, including, without limitation, the convertibility thereof into shares of stock of the corporation of any class, or any series of the same class.

VI

The initial registered office of the corporation shall be 3098 Piedmont Road, N.E., Atlanta, Georgia. The initial registered agent of the corporation shall be R. PETER FISHMAN.

VII

The initial Board of Directors shall consist of the following members:

R. PETER FISHMAN
J. O. RODGERS
3098 Piedmont Road, N.E.
Atlanta, Georgia

VIII

The names and addresses of the incorporators are:

R. PETER FISHMAN
J. O. RODGERS
3098 Piedmont Road, N.E.
Atlanta, Georgia

IX

All provisions of the "Georgia Professional Corporation Act" which relate to similar corporations shall relate to this corporation, and this corporation shall enjoy and shall be entitled to all privileges and immunities granted by the "Georgia Professional Corporation Act" and the "Georgia Business Corporation Code" or as they may be amended from time to time.

IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation.

DANIEL M. BENNIE, Attorney at Law

BY *Daniel M. Bennie*
Daniel M. Bennie

3265 Clairmont Road North
Atlanta, Georgia 30329

IN THE SUPERIOR COURT OF FULTON COUNTY, GEORGIA

The petition of R. PETER FISHMAN and J. O. RODGERS respectfully shows this Court:

I

The Articles of Incorporation of FISHMAN & RODGERS, P.C., executed by the Incorporators, are hereby attached.

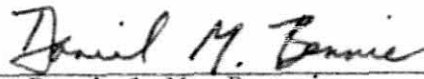
II

The certificate of the Secretary of State that the name "FISHMAN & RODGERS, P.C.", is available is attached hereto.

WHEREFORE, petitioners pray that FISHMAN & RODGERS, P.C. be incorporated.

DANIEL M. BENNIE, Attorney at Law
Attorney for Petitioners

By


Daniel M. Bennie

3265 Clairmont Road North
Atlanta, Georgia 30329

O R D E R

The Articles of Incorporation of FISHMAN & RODGERS, P.C. and the certificate of the Secretary of State that the name, "FISHMAN & RODGERS, P.C." is available, having been examined and found lawful;

IT IS HEREBY ORDERED that FISHMAN & RODGERS, P.C. be, and it is hereby incorporated under the laws of the State of Georgia.

This 14th day of June, 19 76.

Charles A. Lottford
JUDGE, SUPERIOR COURT
FULTON COUNTY

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA
COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally came JOHN HARRISON, who, being first duly sworn, according to law, says that he is an Agent of the Daily Report Company, publishers of the Fulton County Daily Report, the official newspaper in which the Sheriff's advertisements in and for said County are published, and a newspaper of general circulation, with its principal place of business in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of a notice pursuant to Ga. ^{Professional} ~~Business~~ Corporation Code of the granting of Articles of Incorporation ~~Articles of Amendment~~ ~~Articles of Merger~~ ~~Articles of Intent~~ to ~~Dissolve~~ to _____

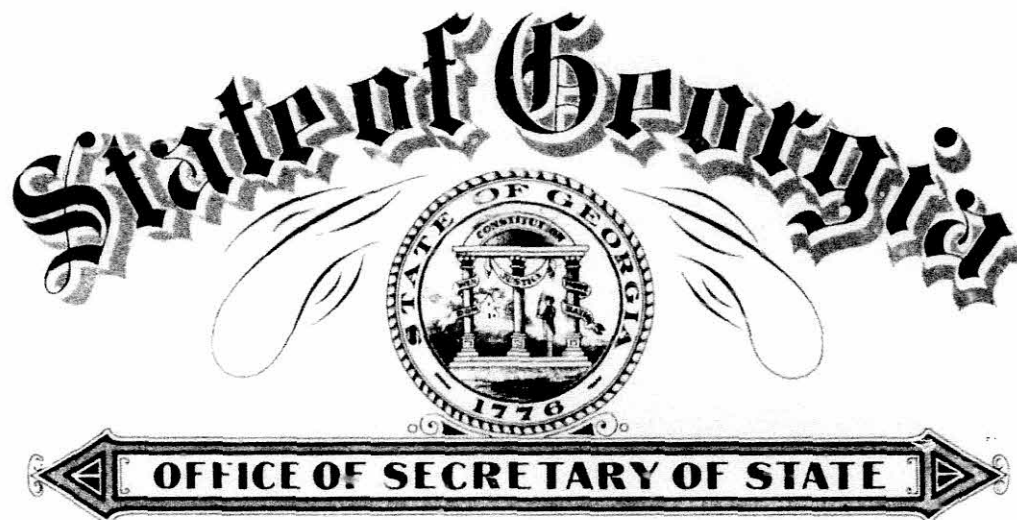
"Fishman Rodgers, P.C."

John Harrison

Subscribed and sworn to before me this 4th day of JUNE, 19 76.

[Signature]
NOTARY PUBLIC, ~~COMMERCIAL~~ STATE AT LARGE

RECEIVED
JUN 7 10 47 AM '76
BEN W. FORTSON, JR.
SECRETARY OF STATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"FISHMAN & RODGERS, P. C."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 21st day of May, in the year of our Lord One Thousand Nine Hundred and Seventy Six and of the Independence of the United States of America the Two Hundredth.

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

STATE OF GEORGIA
COUNTY OF FULTON

I, BARBARA J. PRICE, Clerk of the Superior Court of Fulton
County, Georgia, do hereby certify that the within and foregoing is a true and
correct copy of petition of R. PETER FISHMAN et al.,
for incorporation under the name and style of FISHMAN & RODGERS, P.C.

_____ and the Order of Court thereon
allowing same, all of which appears of file and record in this Office.

Given under my hand and seal of Office.

This the 4th day of June, 1976



Barbara J. Price

CLERK OF SUPERIOR COURT
FULTON COUNTY, GEORGIA