



STATE OF FLORIDA
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION

December 19, 2001

Florida's Future...
**Right Here.
Right Now.**

Jeb Bush
Governor

Kim Binkley-Seyer
Secretary

**Division of Certified
Public Accounting**

**Board of
Accountancy**

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Mr. N.W. Thabit
Office of Commission Auditor
115 South Andrews Avenue
Room 426
Fort Lauderdale FL 33301

Dear Mr. Thabit:

At a meeting on December 17, 2001, the Florida Board of Accountancy considered your request for an opinion relating to 473.315, F.S., and 61H1-21.001, F.A.C. and determined the following:

61H1-21.001(4) sets forth the parameters a CPA must follow when performing public accounting services for an audit or review client. Since your letter says "It is unclear at this time to what extent management decisions and functions would need (sic) be performed by the external auditor..." the Board is unable to answer your question. 61H1-21.001(4)(c) states that the CPA "must not assume the role of employee or of management..."

With regard to the second issue, if the CPA firm is not expressing an opinion on financial statements, it is not required to be independent. In addition, absent a question of technical competence, independence or integrity, the Board doesn't have any rules on conflict of interest.

Please keep in mind that this opinion is based solely on the facts set forth in your letter and is not intended to be an opinion of general applicability. Furthermore, we have not conducted an independent factual investigation to determine whether other relevant facts do or may exist. We have not determined whether any aspects of these transactions run afoul of any law or rule other than those specifically mentioned herein.

Sincerely,

DIVISION OF CERTIFIED PUBLIC ACCOUNTING

BY: _____
Martha P. Willis
Division Director

MPW/jc

