

Utchel Financial Services

Tax Preparation & Planning

P.O. Box 180896 • Casselberry, Florida • 32718-0896

Phone (407) 830-5331 • Fax (407) 834-4539 • E-mail: jutchel@intersrv.com

October 2, 2000

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

RE: Utchel Financial Services, P.A.

700003413877--9
-10/04/00--01060--025
****122.50 *****78.75

Dear Ladies and Gentlemen,

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within the this State, naming agent upon whom process may be served.

A check is also enclosed in the amount of \$122.50 to cover the filing fee, the fee for the certified copy of the Certificate of Incorporation, and for designation of resident agent.

Sincerely,

Joseph Utchel
Joseph Utchel

Enclosures:

Articles of Incorporation
Certificate designating place for service
Check in the amount of \$122.50

FILED
00 OCT -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joseph Utchel, Registered Representative
Securities offered through H.D. Vest Investment Securities, Inc.,
6333 North State Highway 161, Fourth Floor, Irving, TX 75038
(972) 870-6000 Member NASD and SIPC

T. Burch OCT 5 2000

**ARTICLES OF INCORPORATION
OF
UTCHEL FINANCIAL SERVICES, P.A.**

FILED
00 OCT -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be UTCHEL FINANCIAL SERVICES, P.A.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation may engage in all financial related activities, including but not limited to accounting services, consulting services, investment services, tax services, audit representation services or any other legally permitted financial activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increases the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 623 Jupiter Way, Casselberry, Florida 32707-4517.

The name of the initial registered agent of this corporation at that address shall be: Joseph Utchel.

ARTICLE VI - INITIAL OFFICER(S)

The name and street address of the initial officer of this corporation, who shall hold office for the first year in existence of this corporation or until his successor is elected or appointed and has qualified, is:

Name	Street Address	Office
Joseph Utchel	623 Jupiter Way Casselberry, Florida 32707-4517	Pres./Vice Pres./Sec./Treas.

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consist of one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and street address of the initial director of this corporation, who shall hold office for the first year in existence of this corporation or until his successor is elected or appointed and has qualified, is:

Name	Street Address
Joseph Utchel	623 Jupiter Way Casselberry, Florida 32707-4517

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

Name	Street Address
Joseph Utchel	623 Jupiter Way Casselberry, Florida 32707-4517

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law

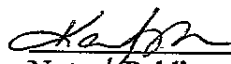
IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 2 day of October 2000.


JOSEPH UTCHEL

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

Before me personally appeared Joseph Utchel, to me well know and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed

Witness my hand and official seal in the County and State above this 2nd day of October 2000.


Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Utchel Financial Services, 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 Casselberry (Seminole County), Florida, has named its Registered Agent, Joseph Utchel, 623 Jupiter Way, Casselberry, Seminole County, Florida, to accept services of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOSEPH UTCHEL
623 Jupiter Way
Casselberry, Florida 32707-4517

FILED
00 OCT -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
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Notary Public
My Commission Expires:

