

PD2000092969
TRANSMITTAL LETTER

EFFECTIVE DATE
8-16-02

FILED
02 AUG 26 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Giltner & Associates, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 Filing fee and Certified copy.

<i>Filing Fee</i>	<i>\$35.00</i>
<i>Designation of Registered Agent</i>	<i>35.00</i>
<i>Certified Copy</i>	<i><u>8.75</u></i>
<i>Total</i>	<i>\$78.75</i>

From: James Giltner
1204 Fox Den Road
Apopka, Florida 32712

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**ARTICLES OF INCORPORATION
FOR**

Giltner & Associates, Inc.

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ARTICLE I

NAME

The name of this Corporation shall be: Giltner & Associates, Inc.

ARTICLE II

ADDRESS

The principal place of business shall be:

1204 Fox Den Road, Apopka, Florida 32712

The mailing address of this corporation shall be:

7600 Southland Blvd., #107 Orlando, Florida 32809

ARTICLE III

SHARES OF STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten thousand shares of common stock with a par value of one dollar per share.

ARTICLE IV

REGISTERED AGENT

The name and Florida street address of the initial registered agent are:

Biz Essentials, Inc. 4360 S. Kirkman Road Suite #434 Orlando, Florida 32811

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

James Giltner 1204 Fox Den Road Apopka, Florida 32712

ARTICLE VI

EFFECTIVE DATE OF INCORPORATION

The effective date of the incorporation shall be: August 16, 2002

ARTICLE VII

TERM

The term for which this corporation is to exist shall be perpetual

ARTICLE VIII

OFFICERS

- A. The affairs of the Corporation shall be managed by the President one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.
- B. The board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board: provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The same person may hold three (3) offices, the duties of which are not incompatible; provided, however, the officers of President and Vice President shall not be held by the same person.

ARTICLE IX

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President / Secretary / Treasurer – James Giltner

ARTICLE X

BOARD OF DIRECTORS

- A. The form of administration shall be by a Board of not less than one (1) Director nor more than fifteen (15) Directors, the exact amount to be determined from time to time by the Board and in accordance with the Plan. The number of Directors initially constituting the Board shall be one (1).
- B. The names and addresses of the person who are to serve as the initial Board of Directors are as follows:

NAME:

ADDRESS:

James Giltner

1204 Fox Den Rd. Apopka, FL 32712

ARTICLE XI

INDEMNIFICATION

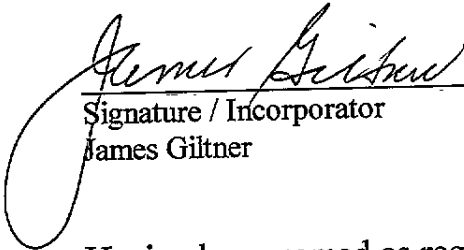
Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Corporation. They foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification's to which a Director or officer may be entitled whether by statute or common law.

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ARTICLE XII

BY-LAWS

The By-Laws of the Corporation shall be adopted by the First Board and , thereafter, may be altered, amended or rescinded in the manner provided for in the By-Laws and the Act.

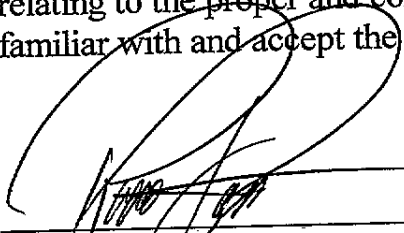


Signature / Incorporator
James Giltner

8/16/02

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent.



Signature/Registered Agent
Rocco Basso, President
Biz Essentials, Inc.

8/16/02

Date