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KENNETH D. MORSE

ATTORNEYS AT LAW

A Professional Association

390 NORTH ORANGE AVENUE, SUITE 2100
ORLANDO, FLORIDA 32801

www.MorseLaw.com

E-Mail: Kdm@MorseLaw.com

KENNETH D. MORSE
SHARON L. BLACK

TELEPHONE: (407) 422-2411
FAX: (407) 422-2451

March 28, 2000

State of Florida
Division of Corporations
49 E. Gaines St.
Tallahassee, FL 32399

RE: Articles of Incorporation of The Gulfstream Tax Group, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation in regard to the above referenced matter. Also enclosed please find check number 2148 in the amount of Seventy Dollars (\$70.00). These monies represent the filing fee. Please inform me by fax when this has been filed.

If anything further is required, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

/s/ Kenneth D. Morse

KENNETH D. MROSE

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Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE GULFSTREAM TAX GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **THE GULFSTREAM TAX GROUP, INC.**

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

(1) The total number of shares of capital stock authorized to be issued by the

corporation shall be 7,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(2) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street and mailing address of the principal office of this corporation in the State of Florida will be **2741 Falling Tree Circle, Orlando, Florida 32837**. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is **KENNETH D. MORSE, ESQUIRE**, located at 390 North Orange Avenue, Suite 2100, Orlando, Florida 32801.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Steven W. Sattizahn	2741 Falling Tree Circle, Orlando, FL 32837

David M. Knott

2741 Falling Tree Circle, Orlando, FL 32837

Bradley M. Lipshaw

2741 Falling Tree Circle, Orlando, FL 32837

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Name

Address

KENNETH D. MORSE

390 North Orange Avenue Suite 2100
Orlando, Florida 32801


ARTICLE VIII - PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through merger or the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March, 2000.



KENNETH D. MORSE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _____ day of March, 2000 by **KENNETH D. MORSE**, who is personally known to me and who did not take an oath.

_____, Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **THE GULFSTREAM TAX GROUP, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named **KENNETH D. MORSE**, located at 390 North Orange Avenue, Suite 2100 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.

By:



KENNETH D. MORSE
Registered Agent