

**P00000072058**  
**GATLIN & BIRCH, P.A.**  
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July 25, 2000

Department of State  
Division of Corporations  
Old Jail  
409 E. Gaines St.  
Tallahassee, FL 32301

FEDERAL EXPRESS  
AIRBILL NO.: 8161 1484 1929

Re: Financial & Tax Solutions, Inc.

500003336875--9  
-07/26/00--01079--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Financial & Tax Solutions, Inc., along with a check in the amount of \$78.75. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$ 8.75

Please process the enclosed articles as soon as possible. After processing, please mail the certified copy of the Articles of Incorporation to our office. Thank you for your assistance. If you have any questions, please feel free to contact our office.

Sincerely yours,

GATLIN & BIRCH, P.A.

*Dean W. Birch*

DEAN W. BIRCH, ESQUIRE

DWB/dwb

Enclosures

Copy to: Mr. Kevin Brennan

C:\MyFiles\Financial & Tax\ART-STA.LTR.wpd

FILED  
00 JUL 26 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

7-28  
100

**ARTICLES OF INCORPORATION  
OF  
FINANCIAL & TAX SOLUTIONS, INC.**

FILED  
00 JUL 26 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is FINANCIAL & TAX SOLUTIONS, INC.

**ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION**

The corporation shall have perpetual existence commencing upon the date of execution of these Articles of Incorporation by the incorporator.

**ARTICLE 3 - PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

**ARTICLE 4 - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

**ARTICLE 5 - REGISTERED OFFICE AND AGENT**

That the name of the corporation's initial registered agent is KEVIN BRENNAN, and the initial street address of the corporation's registered agent is 9455 KOGER BLVD., SUITE 113, ST. PETERSBURG, FLORIDA 33702.

**ARTICLE 6 - DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

**NAME:**

**ADDRESS:**

KEVIN BRENNAN

9455 KOGER BLVD., SUITE 113  
ST. PETERSBURG, FL 33702

The directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present.

#### **ARTICLE 7 - PRINCIPAL OFFICE**

The principal office of the corporation, for the time being and until changed, is 9455 KOGER BLVD., SUITE 113, ST. PETERSBURG, FLORIDA 33702.

#### **ARTICLE 8 - INCORPORATORS**

The name and address of each incorporator is:

<u>NAME:</u>	<u>ADDRESS:</u>
KEVIN BRENNAN	9455 KOGER BLVD., SUITE 113 ST. PETERSBURG, FL 33702

#### **ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING**

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

#### **ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING**

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

### **ARTICLE 11 - RIGHT TO REDEEM**

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

### **ARTICLE 12 - COMPENSATION OF OFFICERS**

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, I/we, the undersigned, constituting the incorporator(s) of this corporation, have executed these Articles of Incorporation on this 25 day of July, 2000.

  
KEVIN BRENNAN - INCORPORATOR

### **REGISTERED AGENT ACCEPTANCE**

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.

  
KEVIN BRENNAN - REGISTERED AGENT