

P000000 91917

TRANSMITTAL LETTER

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

SUBJECT: Consulting & Tax Services Inc.

EFFECTIVE DATE
9-21-00

400003404974--8
-09/26/00--01085--006
*****70.00 *****70.00

Enclosed is and original and one (1) copy of articles of incorporation and a check for:

\$70.00
Filing Fee

FROM: Karey Hensley
508 109th Avenue North
Naples, FL 34108

F. CHESLER SEP 29 2000

Articles of Incorporation
Of
Consulting & Tax Services Inc.

The Undersigned Herby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

EFFECTIVE DATE
9-21-00

ARTICLE I
Name and Principal Office

- 1.01 The name of the corporation is Consulting & Tax Services Inc.
- 1.02 The principal office of the corporation is, 508 109th Ave. North, Naples, FL 34108
- 1.03 The mailing address of the corporation is, 508 109th Ave. North, Naples, FL 34108

ARTICLE II
Commencement and Duration

- 2.01 The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
Purpose

- 3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under the Florida general Corporation Act.

ARTICLE IV
Capital Stock

- 4.01 The corporation is authorized to issue one thousand (1,000) shares of capital stock of One Dollar (\$1.00) par value of a single class designated as Common Stock
- 4.02 Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.
- 4.03 The shares of capital stock may be issued for such consideration, having a value not less than the par value the shares issued therefore, as is determined from the time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually preformed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefore has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V
Preemptive Rights

- 5.01 Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unsigned or treasury shared of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

ARTICLE VI
Board of Directors

- 6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.
- 6.01. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at the special meeting called for that purpose, may be exercised or performed to such extent, by the person, persons and upon such terms and conditions as shall be specified by the shareholders.
- 6.01. The corporations shall have one director initially. The number of directors may thereafter be increased for the time to time in accordance with the Bylaws of the corporation.
- 6.01 The name and address of the initial directors of the corporation are, Karey Hensley, 508 109th Ave. N., Naples, FL 34108

ARTICLE VII
Indemnification

- 7.01 The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or thereafter permitted by law.

ARTICLE VIII
Bylaws

- 8.01 The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.
- 8.02 The affirmation vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter or repeal the Bylaws.

ARTICLE IX
Amendment

- 9.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least (80%) of the outstanding shares of the capital stock of the corporation, at any regular shareholders or at any special meeting of the shareholders called for that purpose.

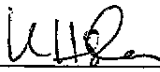
ARTICLE X
Incorporator

- 10.01. The name and address of the incorporator executing these Articles of Incorporation is, Karey Hensley, 508 109th Ave. N., Naples, FL 34108.

ARTICLE XI
Registered Office and Agent

- 11.01. The street address of the initial registered office of the corporation is 508 109th Ave. N., Naples, FL 34108 and the name of the initial Registered Agent of the corporation at the address is Karey Hensley.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on ,
September 21, 2000.


_____) (Seal)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Consulting & Tax Services Inc.

2. The name and address of the registered agent and office is:

Karey Hensley, 508 109th Ave. N.
(P.O. BOX NOT ACCEPTABLE)

Naples, FL 34108
(CITY/STATE/ZIP)

SIGNATURE WHE

TITLE President

DATE 9/21/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE WHE

DATE 9/21/00