

TRANSMITTAL LETTER

PO1000078903

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

SUBJECT: Abel + Associates P.A., CPA's
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800004519498--4
-08/06/01--01099--013
*****70.00 *****70.00

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Judith Abel
Name (Printed or typed)

22652 Vistawood Way
Address

Boca Raton, FL 33428
City, State & Zip

(561) 483-0505
Daytime Telephone number

2001 AUG - 6 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Benjamin Abel GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective Date
DATE 8/9/01
DOC. EXAM ga

NOTE: Please provide the original and one copy of the articles.

158 8/10/01

EFFECTIVE DATE

9/01/01

ARTICLES OF INCORPORATION

OF

Abel & Associates, P.A., CPAs

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a professional corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Abel & Associates, P.A., CPAs

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

22652 Vistawood Way
Boca Raton, Florida 33428

ARTICLE III - SPECIFIC PURPOSE

The specific purpose for which this corporation is organized is to engage in the practice of public accounting. This practice shall include, but not be limited to:

The performance of audits, compilations
and reviews of financial statements

The preparation of tax returns

The rendering of accounting consulting services

Any other services deemed appropriate in the
capacity of Certified Public Accountant.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of no par value common stock, which shares shall be of a single class.

This corporation is authorized to issue 1000 shares of no par value common stock, which shares shall be of a single class.

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws of this corporation. All members of the Board of Directors must be present to constitute a quorum for the transaction of business at any meeting of the Board of Directors. All matters before the Board of Directors require the approval of the majority of the Board members. The name and address of the initial directors of this corporation are:

Judith Abel

22652 Vistawood Way
Boca Raton, Florida 33428

Benjamin Abel

22652 Vistawood Way
Boca Raton, Florida 33428

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert Crooks	800 131 Terrace North
	Loxahatchee, Florida 33470

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

Judith Abel	22652 Vistawood Way
	Boca Raton, Florida 33428

ARTICLE VIII - DURATION

This corporation shall have a perpetual existence.

ARTICLE IX - OTHER PURPOSES AND POWERS

The general purposes for which this corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing. This corporation shall have all the powers authorized by law, and specifically, but not as limitations thereon, is formed for the following purposes, and shall have the following powers:

(a) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or dispose of, to invest, trade, deal in and with, goods, wares, and merchandise and real and personal property of every class and description, both foreign and domestic.

(b) To acquire all necessary franchises, licenses, trademarks, registrations, grants, permits and other evidences of authority to carry on said business, and to sell, transfer, assign, or dispose of, in the manner allowed by law, said franchises, licenses, trademarks, registrations, grants, permits and other evidences of authority to carry on said business.

(c) To institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations, and to operate a business or businesses under fictitious and other names.

(d) To enter into, make, perform and carry out contracts of every sort and kind, for any lawful purpose, with any foreign or domestic person, firm, association or corporation, whether public, private or municipal or body politic, and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(e) To conduct business in all other states, the District of Columbia, the territories, possessions and dependencies of the United States of America, and in all foreign countries, and to have one or more offices out of the State of Florida and to hold, purchase, lease, let, mortgage and convey real and personal property out of said state as well as therein.

(f) To acquire by purchase, rent, lease or otherwise, offices, buildings, warehouses, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, leased, held, or occupied by the corporation, buildings, or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings and other structures at any time owned or held by the corporation.

(g) To purchase, or otherwise acquire, and to hold, cancel, retire, release or otherwise dispose of the shares of the capital stock, bonds, notes, debentures, debenture bonds and other obligations of this corporation, from time to time, to such extent, at such price, and in such manner and upon such terms as the Board of Directors of this corporation shall determine from time to time; but any such shares so acquired and held shall not be entitled to vote, directly or indirectly, nor to receive dividends.

(h) To borrow or raise monies for any of the purposes of the corporation, and from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures convertible or non-convertible and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, real, personal, or mixed, including contract rights, or to otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(i) To transact the business of investments on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(j) To acquire, and pay for in cash, stocks and bonds of this corporation or of other corporations; to acquire, purchase and pay for the goodwill, rights, assets and property and to undertake or assume all or any part of any liability of any person, firm, association or corporation.

(k) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations, or securities of any private or public corporation, government, or municipality, trusts, syndicates, partnerships, or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement, or enhancement of the value of such shares of stock, bonds, securities, or other obligations including the right to vote thereon.

(l) To investigate and report with respect to, and to undertake to carry on, aid, assist or participate in the organization, liquidation or reorganization of, financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations.

(m) And in general to carry on any other business of the same general nature in connection with the foregoing, whether investments or otherwise to such extent as a corporation organized under the General Corporation Act of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent or individuals, or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of the purposes of the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the

corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Act of Florida, or under any amendatory thereof; but nothing herein contained shall be construed as an attempt to secure powers not properly obtainable by corporations organized under such law, or of any other state, territory, or country where it may be transacting business, providing the latter is in harmony with or not inconsistent with the former.

ARTICLE X - PREEMPTIVE RIGHTS EXCLUDED

No shareholder of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder,) other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such prices as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE XI - DISPOSAL OF STOCK

No stock of the corporation may be sold, transferred, cancelled, exchanged or otherwise disposed of without the prior written approval of the Board of Directors.

ARTICLE XII - CONFLICT OF INTEREST

No contract, sale or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that one or more of the directors or officers of the corporation is or are interested in or is a member, shareholder, director or officer, or are members, shareholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors, or officer or officers of the corporation, is a party or are parties to and are interested in such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the

benefit of himself or any firm, association or corporation in which he may be in any wise interested.

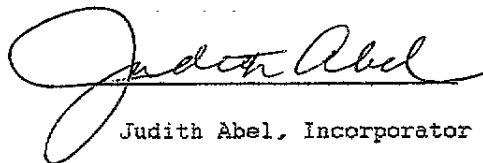
ARTICLE XIII - AMENDMENT

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

ARTICLE XIV - EFFECTIVE DATE

The effective date of the inception of the Corporation is September 1st, 2001.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of August, 2001.


Judith Abel, Incorporator

08/01/01

FILED

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501,
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.

The name of the corporation is:

Abel & Associates, P.A., CPAs

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

Robert Crooks

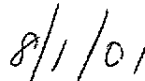
800.131 Terrace North
Loxahatchee, Florida 33470

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 as registered agent.



(Signature)

Robert Crooks/Registered Agent



(Date)