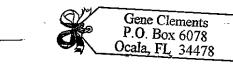
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Examiner's Initials

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1.	(Corporation Name)	(Document #)	1	
2.	(Corporation Name)	(Document #)	4a	ş =
3.	(Corporation Name)	(Document #)		
4.	(Corporation Name) Walk in Pick up time Mail out Will wait	(Document #) Certified Copy Photocopy Certificate of Status	. 	er y
	NEW FILINGS Profit Not for Profit Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other		

CHARTER OF Ocala Professional Accounting Services, Inc. A CORPORATION FOR PROFIT

FILED

I, the undersigned subscriber hereto, do hereby associate myself together for the purpose of forming a corporation under the provisions of applicable Floridative IARY OF STATE Statutes, for the purposes hereinafter stated and, to that end do hereby certify that HASSEE FLORIDA the Articles of Incorporation are and shall be as hereinafter set forth and subscribed by me, to wit:

ARTICLE I

The name of the corporation shall be Ocala Professional Accounting Services, Inc. The place where it is to be located and the principal place of business thereof shall be in the City of Ocala in Marion County, Florida, mailing address 1118 NE 10th Avenue, Ocala, FL 34470, which is also the registered office address, as noted below.

ARTICLE II

The general nature and object of the corporation:

- 1. To operate an accounting and tax service available to the general public.
- 2. To transact any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III Stock-Registered Agent

- 1. The corporation shall be authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock at a par value of \$1.00 per share.
- 2. The name and address of the Corporation's Registered Agent are:

Gene Clements 1118 NE 10th Avenue Ocala, FL 34470

3. I accept the designation of Registered Agent:

ARTICLE IV

1. The existence of this corporation shall be in perpetuity.

2. Commencement of corporate existence shall begin with the filing of these Articles of Incorporation.

CHARTER OF Ocala Professional Accounting Services, Inc. A CORPORATION FOR PROFIT

ARTICLE V

The name and address of the subscriber to this Charter who shall constitute the Board of Directors for the first year is:

Gene Clements

1118 NE 10th Avenue

Ocala, FL 34470

ARTICLE VI Directors

The affairs of the corporation are to be carried on by a Board of Directors which shall consist of not less than one (1) or more than seven (7) members, who shall be elected at the annual Stockholders' Meeting. The time and place of said annual meeting shall be set by the Board of Directors and Stockholders shall be notified by mail of the date and place at least fifteen (15) days in advance of the meeting. Voting shall be by secret ballot and the results shall be ascertained and declared by the Secretary and the presiding officer of the meeting. No proxies will be accepted. Each Director securing a plurality of the votes cast shall be elected to serve until the next annual meeting of the Board, or until his successor has been elected and qualified.

ARTICLE VII Officers

The executive officers of the Corporation shall be a President, who must be a Director, a Vice-President, a Secretary and a Treasurer, who may or may not be Directors. The offices of Secretary and Treasurer may be held by one person. All officers shall be elected by the Board of Directors at its annual meeting immediately following the annual Stockholders' Meeting and shall hold their respective offices until the next annual meeting or until their respective successors have been elected and qualified.

An officer may be removed at any time without cause by a majority vote of the entire Board of Directors at a meeting called for that purpose. A vacancy in any office, however caused, may be filled by the Board of Directors by a majority of those present at any meeting. The officers to hold office for the first year or until their successors shall be elected and qualified and their respective addresses are:

Gene Clements 1118 NE 10th Avenue Ocala, FL 34470

President, Treasurer, Secretary

CHARTER OF Ocala Professional Accounting Services, Inc. A CORPORATION FOR PROFIT

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII By-Laws

The by-laws of the corporation are to be made, altered or rescinded only by a majority vote of the Board of Directors.

I, the undersigned, do hereby declare myself to be a bona-fide resident of the City of Ocala, County of Marion, State of Florida and the Incorporator of the Corporation named herein.

Signed this ______ day of January, 2002

Incorporator

Gene Clements

NOTARY SEAL

On this, the ______day of January, 2002 appeared before me the Incorporator noted above who (produced a valid driver's license for identification purposes) (is known to me personally) who affirmed the information contained in these Articles.

MARY J. FURLONG
MY COMMISSION # CC 747239
EXPIRES: June 20, 2002
Bonded Thru Notary Public Underwriters