

PD2000045194

TRANSMITTAL LETTER

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

SUBJECT: MICHAEL D. CHESSER, C.P.A., P.A.

400005307804--0

-04/19/02--01036--004

\*\*\*\*\*70.00 \*\*\*\*\*70.00

I've enclosed an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 for filing and registered agent fees.

Please stamp the copy and return it to me in the enclosed SASE.

Thank you for your assistance.

SIGNED:

Michael D. Chesser 4/16/02

Michael D. Chesser  
1012 Sherrywood Street  
Fern Park, FL 32730  
(407) 388-1800

4-2-  
fore (6)

ARTICLES OF INCORPORATION

A PROFESSIONAL ASSOCIATION

OF

MICHAEL D. CHESSER, C.P.A., P.A.

The undersigned natural person, competent and licensed to practice as a certified public accountant in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provision of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF PROFESSIONAL ASSOCIATION

The name of the corporation shall be: MICHAEL D. CHESSER, C.P.A., P.A.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the professional association are as follows:

- A. To engage in every aspect of the practice of accounting, and all its fields.
- B. To engage and render the professional services involved only through its offices, agents and employees who shall be certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this professional association.
- C. To invest in funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

ADDRESS AND REGISTERED AGENT

The principal place of business and mailing address of this corporation is 1012 Sherrywood Street, Fern Park FL 32730, and the name of its initial registered agent at said address is Michael D. Chesser.

ARTICLE IV  
CAPITAL STOCK

- A. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares of common stock at One Cent (\$0.01) per share par value
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the professional association's stock and certificates shall be issued only to certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this professional association.

ARTICLE V  
EFFECTIVE DATE OF INCORPORATION AND DURATION

This professional association shall be deemed to have come into existence on the date of filing of these Articles. The professional association shall have perpetual existence.

ARTICLE VI  
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows:

Michael D. Chesser	1012 Sherrywood Street Fern Park, FL 32730
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ARTICLE VII  
BOARD OF DIRECTORS

The Professional Association shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one (1).

The name and address of the initial Director of this professional association is:

Michael D. Chesser	1012 Sherrywood Street Fern Park, FL 32730
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ARTICLE VIII  
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the professional association as part of the corporate records.

ARTICLE IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this professional association becomes legally disqualified to render the professional services for which the professional association is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the professional association, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the professional association on account of professional services. The professional association shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him/her by the professional association, except that such shares shall not be entitled to dividends.

ARTICLE X  
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the professional association, and the writings evidencing their consent are filed with the Secretary of the professional association, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

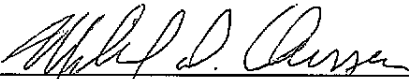
ARTICLE XI  
INDEMNIFICATION

The professional association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this professional association shall be vested in the Board of Directors and Stockholders provided that such amendment is in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 16<sup>th</sup> day of April 2002

  
\_\_\_\_\_  
Michael D. Chesser, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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.

1. The name of the corporation is:

MICHAEL D. CHESSER, C.P.A., P.A.

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

MICHAEL D. CHESSER  
1012 SHERRYWOOD STREET  
FERN PARK FL 32730

Signature: \_\_\_\_\_

*Michael D. Chesser*

Title: President

Date: \_\_\_\_\_

*4/16/02*

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: \_\_\_\_\_

*Michael D. Chesser*

Date: \_\_\_\_\_

*4/16/02*