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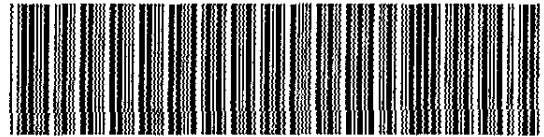
Certificates of Status _____

Special Instructions to Filing Officer:

1/18/03

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12/20/02--01040--002 **78.75

EFFECTIVE DATE
1-1-03

FILED
02 DEC 20 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THOMAS WANDERON & ASSOCIATES

♦ TAX ACCOUNTING, INC. ♦

Friday, December 13, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Dear Custodian of Records:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for **Tax, Accounting & Financial Professionals, Inc.** TO BE EFFECTIVE JANUARY 1, 2003 along with a check in the amount of \$78.75 representing the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy of Articles	<u>\$ 8.75</u>
TOTAL:	\$78.75

Kindly file said Articles and return a certified copy to me at the address listed below.

Thank you.

Very truly yours,

Thomas Wanderon & Associates

BY: 

TW/ld
Enclosures as stated
cc: client

TO BE EFFECTIVE 1/1/03

ARTICLES OF INCORPORATION

OF

TAX, ACCOUNTING AND FINANCIAL PROFESSIONALS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation is **TAX, ACCOUNTING AND FINANCIAL PROFESSIONALS, INC.**, and its principal office and mailing address is: 868 106th Avenue North, Naples, Florida 34108.

ARTICLE II – NATURE

The nature of the business to be transacted by this corporation is: **Tax Preparation, Accounting and Professional Services.** To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy, sell, mortgage, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of very class, kind and description, except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad,

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canals, telegraph or telephone or cemetery, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by other corporation, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from arms length transaction with this corporation.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) having a ONE DOLLAR (\$1.00) Par Value of Voting Common Shares, and FIVE HUNDRED (500) having a ONE DOLLAR (\$1.00) Par Value of Non-Voting Preferred Shares. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors.

ARTICLE IV – INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V – TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI – ADDRESS

The street address of the initial registered office of this corporation shall be: **868 106th Avenue North, Naples, Florida 34108** and the name of the initial registered agent at such address is: **Thomas Wanderon**. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII – INITIAL DIRECTORS

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its stockholder, but shall never be less than one.

ARTICLE VIII – DIRECTORS

The initial director(s) is/are:

Name

Thomas Wanderon

Address

868 106th Avenue North
Naples, Florida 34108

ARTICLE IX – SUBSCRIBERS

<u>Name and Address</u>	<u>Consideration</u>	<u>Voting Common Shares</u>
Thomas Wanderon 868 106 th Avenue North Naples, Florida 34108	\$262.50	262½
Jeffrey R. Lamb 868 106 th Avenue North Naples, Florida 34108	\$175.00	175
Brian Youngs 868 106 th Avenue North Naples, Florida 34108	\$ 62.50	62½

<u>Name and Address</u>	<u>Consideration</u>	<u>Non-Voting Preferred Shares</u>
Thomas Wanderon 868 106 th Avenue North Naples, Florida 34108	\$262.50	262½
Jeffrey R. Lamb 868 106 th Avenue North Naples, Florida 34108	\$175.00	175
Brian Youngs 868 106 th Avenue North Naples, Florida 34108	\$ 62.50	62½

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


THOMAS WANDERON



JEFFREY R. LAMB



BRIAN YOUNGS

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared **Thomas Wanderon** to me know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 16th day of DECEMBER, 2002.



Notary Public

My Commission Expires:



Liz Diefenthaler

My Commission CC926659

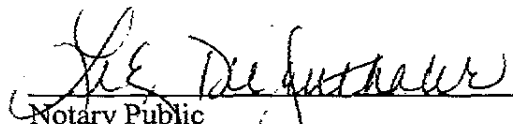
Expires April 10, 2004

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared **Jeffrey R. Lamb** to me know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 16th day of DECEMBER, 2002.


Notary Public
My Commission Expires:

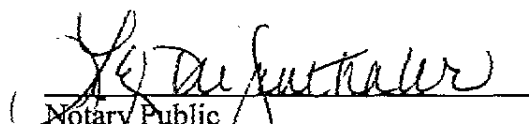
STATE OF FLORIDA


COUNTY OF COLLIER

 Liz Diefenthaler
My Commission CC926659
Expires April 10, 2004

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared **Brian Youngs** to me know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 16th day of DECEMBER, 2002.


Notary Public
My Commission Expires:

 Liz Diefenthaler
My Commission CC926659
Expires April 10, 2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SEVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT TAX, ACCOUNTING AND FINANCIAL PROFESSIONALS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT PRINCIPAL PLACE OF BUSINESS AT CITY OF NAPLES, STATE OF FLORIDA, HAS NAMED THOMAS WANDERON, LOCATED AT 868 106th AVENUE NORTH, NAPLES, FLORIDA 34108, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNED: _____

TITLE: _____

DATE: _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIV TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED: _____

DATE: _____

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02 DEC 20 PM 1:38
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TALLAHASSEE FLORIDA