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(Business Entity Name)

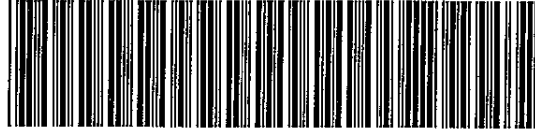
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SECRETARY OF STATE
ALLAHBADI

TRANSMITTAL LETTER

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

SUBJECT: P&D ADVISORY, INC.
(Proposed corporate name - must include suffix)

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: T&H COMPTROLLERS, INC.
Name (Printed or typed)

200 CAPRI ISLES BLVD. #2
Address

VENICE, FL 34292
City, State & Zip

941-484-4980
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
P&D ADVISORY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

P&D ADVISORY, INC.

The address of the principal office of this corporation shall be 412 Nassau Street South, Venice, FL 34285 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. POWERS

This Corporation shall have all the powers enumerated in the Florida Business Corporations Act.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 200 Capri Isles Blvd., Venice, FL 34292 and the name of the initial registered agent of the corporation at that address is T&H Comptrollers, Inc.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David D. Groff
Dir.

412 Nassau Street S.
Venice, FL 34285

Pamela T. Groff
Dir.

412 Nassau Street S.
Venice, FL 34285

ARTICLE VIII. PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE IX. LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty owed to the Corporation or its shareholders, except that a director may be held personally liable for (i) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (ii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iii) a transaction from which the director derives an improper personal benefit.

ARTICLE X. INDEMNIFICATION


The Corporation shall have the power to indemnify to the fullest extent permitted by law all Officers and Directors against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XI. INCORPORATOR

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

David D. Groff
412 Nassau Street S.
Venice, FL 34285

The undersigned incorporator has executed these Articles of Incorporation on January 14, 2004.



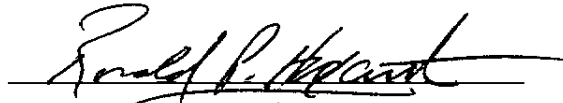
David D. Groff

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

T&H Comptrollers, Inc., having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

P&D ADVISORY, INC.

T&H Comptrollers, Inc. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



By: Ronald P. Hogarth, President

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TALLAHASSEE FLORIDA