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TRANSMITTAL LETTER

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

SUBJECT:	USTAX 1	OUSOSI TENAME-MUSTINCE	uccrperate	
	(PROPOSED CORPORA	ATE NAME – <u>MUST INCL</u>	UDE SUFFIX)	
Enclosed are an orig	rinal and one (1) copy of the art	icles of incorporation and	a check for:	
\$70.00 Filing Fee	□ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED	
FROM:	FROM: USAC (White Or typed)			
	48 15	E BOUL R	3/va #1/3	
	Tampa	FC 336/7 , State & Zip	<u> </u>	
	F/3- 90	FC'- 6057 Telephone number		

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

ARTICLES OF INCORPORATION OF

USTax Advisors Incorporated

TALLAHASSEE, FLORI

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I Name

The name of the Corporation is USTax Advisors Incorporated

ARTICLE II Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 4815 E Busch Blvd Suite 113 Tampa, FL 33617.

ARTICLE III Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV Initial Registered Agent and Office

The street address of its initial registered office is 4815 E Busch Blvd Suite 113 Tampa, FL 33617, and the name of its initial registered agent at that address is Joseph Janezic.

ARTICLE V Incorporator

The name and address of the incorporator are:

Name <u>Address</u>

Joseph Janezic 4815 E Busch Blvd Suite 113

Tampa, Florida 33617

ARICLE VI Initial Director

The corporation initial shall have one (1) director, whose name and address are:

Name Address

Joseph Janezic 4815 E Busch Blvd Suite 113

Tampa, FL 33617

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is mad, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of the director of the Corporation existing at the time of such repeal or modification.

Dated 5th day of October 2004.

Joseph Janezic, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 5th day of October 2004.

Registered Agent:

USAccounting Office, Inc., A Florida Corporation

By: ______ Joseph Janezic

