

POS000006741

Heel & Kalis, CPAs, P.A.
(Requestor's Name)

200 N Kirkman Rd
(Address)

Orlando, FL 32811
(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HILL & KALIS, CPA'S, P.A.

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is Hill & Kalis, CPA's, P.A. The place of business of the Corporation is 200 N. Kirkman Rd., Orlando, Florida 32811. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 200 N. Kirkman Rd., in the City of Orlando, County of Orange. The name of the registered agent at such address is William G. Hill.

Signature accepting designation as registered agent. William G. Hill
William G. Hill

Article III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to provide tax and accounting services to individuals and businesses.
2. In furtherance of its corporate purposes, the corporation shall have all, the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

Article IV

Capital Stock

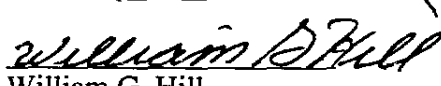
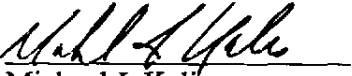
1. The total number of shares of capital stock, which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock"), \$1.00 par value per share.
2. The designation, voting powers, preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

- (a) The holders of the Common Stock are entitled to receive, to extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
- (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors, the holders of Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for distribution to the shareholders ratably in proportion to the number of shares of Common stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity, or any other combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to the holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.
- (c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the corporate debts, except to the extent of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common Stock by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

Article V

Incorporator

1. The name and mailing address of the incorporator's of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
 William G. Hill	200 N. Kirkman Rd., Orlando, FL 32811
 Michael J. Kalis	200 N. Kirkman Rd., Orlando, FL 32811

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the secretary of the State of Florida.

Article VI

Board of Directors

1. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of the Common Stock in the By-Laws of the Corporation.
2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than (1) director. Each Director shall serve until the next annual meeting of shareholders are as follows:

<u>Name</u>	<u>Address</u>
William G. Hill	200 N. Kirkman Rd. Orlando, FL 32811
Michael J. Kalis	200 N. Kirkman Rd. Orlando, FL 32811

Article VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make file and record these Articles of Incorporation, and do certify that the facts herein stated are true; and I accordingly hereunto set my hand and seal/ I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED: January 07, 2005



William G. Hill



Michael J. Kalis