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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 22 2005

J. DANIEL PETERSON, P.A.
Attorney at Law
125 East Indiana Avenue
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DeLand, Florida 32721-1870

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(386) 734-2311

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(386) 734-1176

December 19, 2005

Department of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

Re: Shierling & Kelton CPA P.A.

Dear Sir:

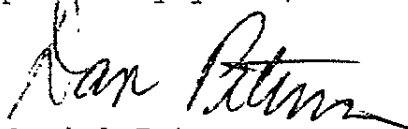
Enclosed herein are two (2) executed copies of the Articles of Incorporation of the above-named corporation together with the Designation of Registered Agent.

Also enclosed is our check in the amount of \$78.75 made payable to the Department of State in payment of the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
True copy of Articles of Incorporation	<u>8.75</u>
Total	\$78.75

Please certify one copy of the enclosed Articles of Incorporation and return to me. Thank you for your cooperation in this matter.

Respectfully yours,


J. Daniel Peterson

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SHIERLING & KELTON, CPA, P.A.

PROFESSIONAL ASSOCIATION

EFFECTIVE DATE
01-01-06

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is SHIERLING & KELTON CPA, P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice certified public accounting therein.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone, or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or

the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750 shares of common stock having a par value of One and No/100ths Dollars (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice certified public accounting in the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 929 North Spring Garden Avenue, Suite 135, DeLand, Florida 32720. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number shall be two.

ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors and Officers, who shall hold office for

the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George E. Shierling	3470 Trail in the Pines DeLand, Florida 32724
Russell L. Kelton	816 West Wisconsin Avenue DeLand, Florida 32720

ARTICLE VIII. SUBSCRIBERS

The names and street addresses of each person signing the Articles of Incorporation as a subscriber, each of whom is a certified public accountant duly licensed under the laws of the State of Florida to render services as such, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George E. Shierling	3470 Trail in the Pines DeLand, Florida 32724

ARTICLE IX. VOTING TRUST

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X. CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI. CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII. REMOVAL OF DIRECTORS

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice certified public accounting in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XIV. ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the

purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional accounting services.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(e) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) other retirement or incentive compensation plans, (7) life, health or disability insurance plans, (8) wage continuation plans, or (9) medical reimbursement plans.

ARTICLE XV. 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 shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XVI. EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin on January 1, 2006.


IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 17 day of December, 2005, for the purpose of forming this Professional Association under the laws of the Professional Service Corporation Act and other laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


George E. Shierling

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer duly authorized to take acknowledgements, George E. Shierling, to me known to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of December, 2005...


Notary Public, State of Florida
J. DANIEL PETERSON
Printed/Typed Name of Notary

Personally Known ☒ AND/OR Produced Identification ☐
Type of Identification Produced _____

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE

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 SHIERLING & KELTON, CPA, P.A.
2. The name and address of the registered agent and office is:

George E. Shierling
Name

929 North Spring Garden Avenue-Suite 135
Address (Post Office Box NOT acceptable)

DeLand, Florida 32720
City/State/Zip

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.

George E. Shierling
Signature

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SECRETARY OF STATE