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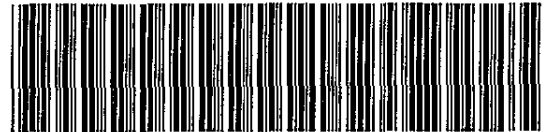
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2006 APR 11 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 11 2006

# **DR. ROBERT G. HETSLER, JR., CPA, CVA**

**HETSLER MEDIATION & VALUATION, INC.**

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**FAMILY MEDIATION  
FORENSIC ACCOUNTING  
BUSINESS VALUATION  
ECONOMIC DAMAGES  
EXPERT WITNESS  
LITIGATION CONSULTING  
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BUSINESS INTERRUPTION**

**DEERWOOD PARK CENTER  
10151 DEERWOOD PARK BLVD.  
BUILDING 200, SUITE 250  
JACKSONVILLE, FLORIDA 32256  
Telephone (904) 564-1000  
Facsimile: (904) 992-8827  
Email: [jaxmediator@aol.com](mailto:jaxmediator@aol.com)  
[www.jaxmediator.com](http://www.jaxmediator.com)**

April 10, 2006

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

Re: **MICHAEL OEHLER, Inc.**

To Whom It May Concern:

Please find enclosed a check made payable to the Division of Corporations in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75). Please file these articles with your office and return a certified copy to the above mailing address. If you have any questions please feel free to call me at the above telephone number.

Very Truly Yours,



Robert G. Hetsler, Jr., J.D., CPA, C.V.A.

**CERTIFICATE OF INCORPORATION  
OF  
MICHAEL OEHLER, INC.  
A FOR-PROFIT CORPORATION**

**FILED**  
2006 APR 11 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I. NAME AND CORPORATE STATUS**

The name of the corporation is **MICHAEL OEHLER, INC.**, a for-profit corporation formed under the Florida General Corporation Act.

**II. NAME AND ADDRESS OF REGISTERED AGENT AND CORPORATE OFFICE**

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

**Registered Agent**

Michael Oehler  
2273 Hammock Oaks Drive North  
Jacksonville, FL 32223

**Corporate Office**

MICHAEL OEHLER, INC.  
2273 Hammock Oaks Drive North  
Jacksonville, FL 32223

**III. PURPOSE**

The purpose of the Corporation is to be a for-profit corporation for all legal purposes.

**IV. STOCK**

This Corporation shall have authority to issue 500 shares of capital stock.

**V. NAMES AND MAILING ADDRESSES OF INCORPORATOR**

The name and address of each incorporator is as follows:

- I. Michael Oehler, President & CEO  
2273 Hammock Oaks Drive North  
Jacksonville, FL 32223

**VI. POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To authorize and supervise all activities of the Corporation, consistent with

the purposes of the Corporation set forth herein.

The incorporator named in this Certificate of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

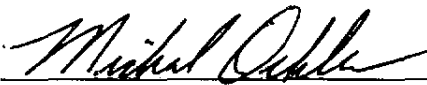
#### VII. INDEMNIFICATION

To the maximum extent permitted by law, no Director or Officer of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

\* \* \* \* \*

THE UNDERSIGNED, being the above named President, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, make this Certificate, and hereby declare and certify this is the act and deed of the undersigned and that the facts herein stated are true as of this 24 day of April, 2006.

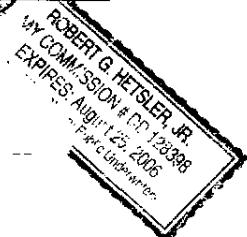
  
Michael Oehler, President & CEO

STATE OF FLORIDA     )  
                                  )     ss.  
COUNTY OF DUVAL    )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 24 day of April, 2006, personally appeared the above President to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

  
NOTARY PUBLIC

SEAL My Commission Expires:



**MICHAEL OEHLER, INC.  
A FOR-PROFIT CORPORATION, REGISTERED AGENT ACCEPTANCE**

On this 7th day of April, I, MICHAEL OEHLER, 2273 Hammock Oaks Drive North, Jacksonville, FL 32223, do hereby accept being the registered agent for **MICHAEL OEHLER, INC.**, at the above named address.

  
MICHAEL OEHLER

STATE OF FLORIDA       )  
                                  )  
COUNTY OF DUVAL     )       ss.

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 7th day of April, 2006, personally appeared MICHAEL OEHLER, to me known to be the identical person who executed the within and foregoing Registered Agent Acceptance, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

  
\_\_\_\_\_  
NOTARY PUBLIC

**SEAL**

My Commission Expires:

