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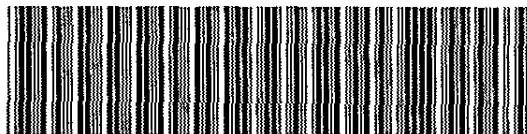
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAR 23 2007

**FLORIDA ARTICLES OF INCORPORATION**

**FOR**

**A. D. Scott Tax Consulting Service Inc.**

**ARTICLE I:** A.D. Scott Tax Consulting Service Inc.

**ARTICLE II:** 6821 West Colonial Drive *Orlando FL 32818*

**ARTICLE III:** Any and all Lawful Business.

**ARTICLE IV:** There shall be an initial issuance of 100 shares of common stock.

**ARTICLE V:** There shall be initially one Officer Angela Dorelie-Scott [President], 6821 West Colonial Drive, Orlando, FL 32818

**ARTICLE VI:** Agent: Angela Dorelie-Scott; 6821 West Colonial Drive, Orlando, FL 32818.

**ARTICLE VII:**

7.1 The maximum number of shares this corporation is authorized to have outstanding at any give time is ten thousand [10,000] of common stock, each having the par value of one dollar [\$1.00].

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to vote one vote for each share on all matters on which Shareholders.

7.3 All holders of shares of common stock, upon dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

7.4 No holder of shares of stock shall have any preemptive right to subscribe to or purchase any additional shares or any bonds or convertible securities of any nature; however, that the Board of Directors may, in authorizing the issuance of shares of stock, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.5 From time to time, the Board of Directors of the Corporation may authorize the issuance of shares of stock, whether now or hereafter authorized, for such consideration

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as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

7.6 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, change the number of common shares of stock, conversion rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of stock.

#### **ARTICLE VIII- SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The Shareholders of this Corporation may elect and if elected, shall continue such election to be an S corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the Shareholders of this Corporation, without the written consent of all of the shareholders of this corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE IX- SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of stock of this corporation may be subject to the Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A Copy of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE X-POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subjects to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE XI- TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE XIII-INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an director or officer, employee, or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the Board of Directors.

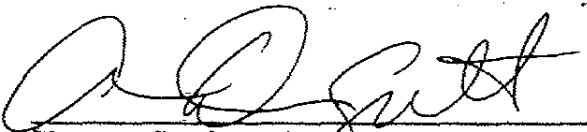
The indemnification and advancement of attorney fees and expenses for directors, officers, employees, or agents of the Corporation shall apply when such persons are serving at the Corporation's request while as director, officer, employee, or agent of the Corporation, as the case may be, as director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation.

The Corporation may also, in advance of the final disposition of a proceeding, pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is party to a proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All References in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any person by contract or in any other manner. If any word, clause, or statement of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy. It shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include heirs, estates, executors, administrators, and personal representatives of such persons.

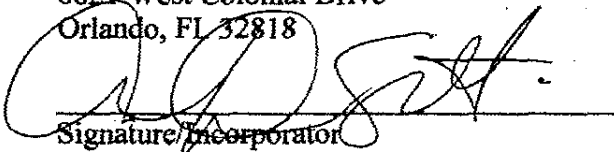
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent  
6821 West Colonial Drive  
Orlando, FL 32818

03-19-07  
Date



Signature/Incorporator

03-19-07  
Date

Angela Dorelie-Scott  
6821 West Colonial Drive  
Orlando, FL 32818

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