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SECRETARY OF STATE TALLAHASSEE. FLORIDA

C.J.7-1

### J. Marvin Guthrie, P. A.

Attorney at Law 1230 South Myrtle Avenue, Suite 101 Clearwater, Florida 33756

J. MARVIN GUTHRIE BOARD CERTIFIED IN TAXATION

TELEPHONE (727) 449-1600 TELECOPIER (727) 449-0081

June 25, 2008

Department of State Division of Corporations Corporate Filings Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Priority One Clearing Services Inc.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee \$ 35.00 Registered Agent Fee 35.00 Certified Copy 52.50 \$122.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

Marvin Guthrie

JMG:scd Enclosures

## ARTICLES OF INCORPORATION

PRIORITY ONE CLEARING SERVICES, INC SECRETARY OF STATE

#### SECTION 1 NAME.

The name of this corporation shall be PRIORITY ONE CLEARING SERVICES, INC., and the initial principal office and mailing address of the corporation shall be 200 Midway Island, Clearwater, FL 33767.

#### **SECTION 2 PURPOSE**

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

#### **SECTION 3** TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

#### **SECTION 4 CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

#### **SECTION 5** PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **SECTION 6** INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 Midway Island, Clearwater, Florida 33767 and the name of the initial registered agent of this corporation at that address is Dawn Daugherty.

J. MARVIN GUTHRIE, PA ATTORNEY AT LAW 1230 MYRTLE AVENUE SOUTH SUITE 101 CLEARWATER, FLORIDA 33756

(727) 449-1600

#### SECTION 7 INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jennifer E. Payne Dawn Daugherty 2656 South Kittredge Park Rd, Evergreen, CO 80439 200 Midway Island, Clearwater, Florida 33767

#### SECTION 8 INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### SECTION 9 AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of \_\_\_\_\_\_\_, A.D. 2008.

Dawn Daugherty

J. MARVIN GUTHRIE.

P. A.
ATTORNEY AT LAW

1230 MYRTLE AVENUE SOUTH
SUITE 101

CLEARWATER, FLORIDA 33756

(727) 449-1600

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That PRIORITY ONE CLEARING SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, Florida, County of Pinellas, State of Florida, has named Dawn Daugherty, 200 Midway Island, Clearwater, Florida 33767, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dawn Daugherty

SECRETARY OF STATE

J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW

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