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STEVENS LEGAL SERVICE  
362 W. STORY RD.  
OCOE, FL 34761  
TELEPHONE 407-877-2545  
FAX 407-877-2595

Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

March 15, 1995

RE: Small Business Advisors, Inc.

Gentleman:

Enclosed are an original and one copy of Articles of Incorporation for the above-mention corporation. In addition, check in the sum of \$122.50 is enclosed which represents the following fees:

|                      |         |
|----------------------|---------|
| Filing Fee           | \$35.00 |
| Certified copy       | \$52.50 |
| Registered agent fee | \$35.00 |

Please file the original of the enclosed Article of Incorporation and return a certified copy to the undersigned.

Sincerely,

*Irvin J. Stevens*  
IRVIN J. STEVENS

FILED  
95 MAR 20 PM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FL

RECEIVED  
MAR 16 1995  
MAR 16 1995

REGISTER MAR 21 1995

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**ARTICLES OF INCORPORATION  
OF  
SMALL BUSINESS ADVISORS, INC.**

FILED  
25 MAR 20 18 11:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be SMALL BUSINESS ADVISORS, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of State of Florida. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of BUSINESS ADVISORS engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

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

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a

Articles Of Incorporation Of SMALL BUSINESS ADVISORS, INC.

period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Bruce A. Kulesza, 11049 Cherry Lake Rd., Clermont, FL 34711, (President), and Charles K. Duncan, 365 Crofton Dr., Ocoee, FL 34761, (Secretary).

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:  
CHARLES K. DUNCAN.  
365 Crofton Dr.  
Ocoee, FL 34761  
407-877-1008

The name of the individual who shall serve as this corporation's initial registered agent at that address is: .

Charles K. Duncan  
365 Crofton Dr.  
Ocoee, FL 34761  
407-877-1008

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: CHARLES K. DUNCAN.

365 Crofton Dr  
Ocoee, FL 34761  
407-877-1008

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Incorporator Charles K. Duncan

I hereby accept my designation as resident agent and agree to serve as the resident agent of SMALL BUSINESS ADVISORS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SMALL BUSINESS ADVISORS, INC.



Registered Agent: Charles K. Duncan

State of FLORIDA  
County Of ORANGE

On March 17, 1995, Charles K. Duncan, designated above as the

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Individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of SMALL BUSINESS ADVISORS, INC..

Irvin J. Stevens  
Notary Public



IRVIN J. STEVENS  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

FILED  
95 MAR 20 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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