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A.P. Gibbs, P. A.

ATTORNEY AT LAW

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June 19, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Hartley & Company, P.A.

4000001874024
-06/25/96--01007--001
****122.50 ****122.50

Dear Sir:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
One certified copy	52.50
Registered Agent fee	35.00

Thank you for your early attention to this matter.

Very truly yours,

A. P. GIBBS, P.A.

A. P. GIBBS

2011 000
06 JUN 24 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APG/ss

Enclosures

RECEIVED
05 JUL 24 AM 8:48
STATE
FLORIDA

**ARTICLES OF INCORPORATION
OF
HARTLEY & COMPANY, P.A.**

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporation for profit.

ARTICLE I. NAME

The name of this corporation is HARTLEY & COMPANY, P.A.

ARTICLE II. PURPOSE OF BUSINESS

The general nature of this business to be transacted by this corporation and the purposes of the corporation shall be as follows:

(A) To engage solely and specifically in the business of carrying on the general practice of accounting;

(B) To invest in real estate, mortgages, stocks, bonds or any other type of investments;

(C) To own real and personal property necessary for the rendering of the above professional services; and

(D) To have and to exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III. CAPITAL STOCK

(A) The total number of shares of capital stock to be issued by this corporation shall be seven thousand shares, having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All of any part of said capital stock may be paid for in cash, in property, or in labor and services, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(B) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(C) Each shareholder must be a duly licensed certified public accountant (CPA) in the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence on the date of filing, and shall thereafter have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida is 39132 C.R. 54 East, #2134, Zephyrhills, Florida 33540, and the post office address of said corporation shall be P. O. Box 252, Zephyrhills, Florida 33539-0252.

ARTICLE VI. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than three (3) members, the number of the same to be fixed by the stockholders

or by the corporate by-laws. Each of the said directors shall be of full age and shall be duly licensed as a CPA to practice such profession in the State of Florida, and at least one of them shall be a citizen of the United States of America. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII. INITIAL OFFICERS AND DIRECTORS

The name and address of the initial officer and director of this certificate of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
NEAL B. HARTLEY	39132 C.R. 54 East, #2134 Zephyrhills, Florida 33540	President, Secretary & Treasurer

ARTICLE VIII. SUBSCRIBERS

The name and post office address of the subscriber to this certificate of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
NEAL B. HARTLEY	P. O. Box 252 Zephyrhills, Florida 33539-0252	100

ARTICLE IX. REGISTERED AGENT AND OFFICE

This corporation has named NEAL B. HARTLEY, located at 39132 C.R. 54 East, #2134, Zephyrhills, Florida 33540, as its agent to accept service of process within this state.

ARTICLE X. 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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal this 19th day of June, 1996.

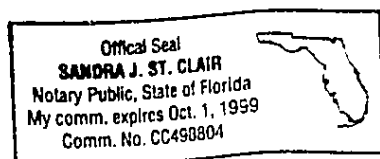

NEAL B. HARTLEY

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared NEAL B. HARTLEY, who produced a drivers license as identification, who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he subscribed to that Articles of Incorporation.

WITNESS my hand and seal this 19th day of June, 1996.

(Seal/Expiration date):




NOTARY PUBLIC

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

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

First---that HARTLEY & COMPANY, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Zephyrhills, County of Pasco, State of Florida, has named NEAL B. HARTLEY, located in the City of Zephyrhills, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state 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.

By: Neal B. Hartley
NEAL B. HARTLEY, Registered Agent

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STATE
TALLAHASSEE, FLORIDA