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KELESKE & VAN EEP

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Division of Corporations

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BASIC AMENDMENT

LEDGERTAX & ACCOUNTING, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEDGERTAX & ACCOUNTING, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned President of LedgerTax & Accounting, Inc., a Florida corporation, hereby executes these Articles of Amendment to its Articles of Incorporation.

WITNESSTH:

WHEREAS, LedgerTax & Accounting, Inc., a Florida corporation, filed its Articles of Incorporation on October 30, 1996; and

WHEREAS, LedgerTax & Accounting, Inc. desires to amend and restate such Articles of Incorporation in their entirety and afford itself of the provisions of the "Professional Service Corporation and Limited Liability Act" of the Florida Statutes; and

NOW, THEREFORE, in consideration of the premises, such Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I
NAME

The name of this Corporation shall be LEDGERTAX & ASSOCIATES, P.A.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be 161 W. Robertson Street, Brandon, Florida 33511.

ARTICLE III
CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be Ten Thousand (10,000) shares of common stock, par value \$10.00 per share (the "Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

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ARTICLES OF INCORPORATION
FOR LEDGERTAX & ACCOUNTING, INC.

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3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of Directors.

4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE IV
EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Corporation shall be located at 161 W. Robertson Street, Brandon, Florida 33511, and the registered agent of this Corporation at such office shall be Charles I. Holwell. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of a number of Directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of two (2) members, who shall hold office until a successor has been duly elected and qualified. The names and street addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Charles I. Holwell	3110 Red Lion Drive Valrico, Florida 33594
Susan A. Holwell	3110 Red Lion Drive Valrico, Florida 33594

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FOR LEDGERTAX & ACCOUNTING, INC.

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ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator making the initial Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Charles I. Holwell	3110 Red Lion Drive Valrico, Florida 33594

ARTICLE IX
BUSINESS AND PURPOSES

The general purpose for which this Corporation is organized is to engage in the practice of accounting through its agents, officers, and employees who are duly licensed or otherwise legally authorized to render those professional services within the State of Florida. This Corporation shall not engage in any business other than the practice of accounting.

ARTICLE X
BYLAWS

The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States of America.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

These Articles of Amendment to the Articles of Incorporation were approved by the shareholders. The number of votes for these Articles of Amendment to the Articles of

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ARTICLES OF INCORPORATION
FOR LEDGERTAX & ACCOUNTING, INC.

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Incorporation was sufficient for approval. The undersigned as executed the Articles of Amendment for the uses and purposes therein stated to be effective immediately.

DATED this 22 day of MARCH, 2005.

Charles I. Holwell
Charles I. Holwell

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Charles I. Holwell, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 22 day of MARCH, 2005.

Charles I. Holwell
Charles I. Holwell

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