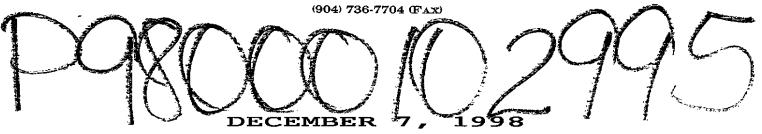
DAVID E. DISNEY, P. A.

ATTORNEY AT LAW

234 WEST NEW YORK AVENUE DELAND, FLORIDA 32720

(904) 734-5685



Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

GEORGE E. SHIERLING & ASSOCIATES, P.A.

Dear Sir:

I have enclosed the original and a duplicate of the Articles of Incorporation for the above proposed corporation which includes the designation and acceptance of the registered agent. endorse your approval on the duplicate, certify and return the document to this office. I have also enclosed a check in the amount of \$ 122.50 representing the required filing fee.

Thank you for your cooperation in this matter.

Sincerely,

DAVID E. DISNEYS

DED/jrc Enc.:

400002707064--4 -12/09/98--01046--012 ****122.50 *****78.75

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GEORGE E. SHIERLING & ASSOCIATES, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

228 West New York Avenue, DeLand, Florida 32720, and its mailing address shall be 228 West New York Avenue, DeLand, Florida 32720. The purpose of this corporation shall be to operate an accounting, bookkeeping, tax planning and tax preparation business and shall be of perpetual duration.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE (\$1,000.00) THOUSAND

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

George E. Shierling, 228 West New York Avenue, DeLand, FL 32720.

ARTICLE V INCORPORATOR

The <u>name and address</u> of the incorporator to these Articles of Incorporation are:

George E. Shierling, 228 West New York Avenue, DeLand, FL 32720.

Signature/Incorporator Date , 1998

(An additional article must be added if an effective date is requested)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent/ Date , 1998