

Charter Number Only

2/3/99

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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-02/04/99--01022--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Gregory Hess Certified Public Accountant,  
Chartered

FILED  
99 FEB -4 AM 5:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit      | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Pick Up                   | <input type="checkbox"/> Mail Out        |   |

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W.P. Verifier	

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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GREGORY HESS**  
**CERTIFIED PUBLIC ACCOUNTANT, CHARTERED**

WE, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of the corporations for profit, and for that purpose, do hereby certify, declare and set forth as follows, to-wit:

**ARTICLE -I**

**NAME:** The name of the corporation shall be:

**GREGORY HESS**

**CERTIFIED PUBLIC ACCOUNTANT, CHARTERED**

**ARTICLE-II**

**NATURE OF BUSINESS:** The general nature of the business to be transacted by this corporation is: as a professional service corporation, under Florida Statute Chapter 621, is to and for the rendering of professional services related to that area of law for which GREGORY HESS is licensed and legally authorized. Said professional services carried out on behalf of said corporation shall only be rendered through officers, employees or agents who are duly licensed and legally authorized to render those services in the field of Certified Public Accountant for which GREGORY HESS is licensed and duly authorized. Employees, as mentioned above, shall not include clerks, secretaries, bookkeepers, and other assistants who are usually and ordinarily

considered by the field of Certified Public Accountant to be rendering professional services to the public for which a license or other legal authorization is required. Further, the corporation shall have the right, power and purpose of investing its funds in real estate, mortgages, bonds or any other type of investments and shall also have the power to own real or personal property necessary for the rendering of professional services.

#### ARTICLE-III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law:

#### ARTICLE-IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is: One hundred shares (100) of common stock, the consideration to be paid for each share will be One Dollar per share.

#### ARTICLE-V

INITIAL CAPITAL: The amount of initial capital with which this corporation shall commence business shall be One Hundred Dollars (\$100.00).

#### ARTICLE-VI

REGISTERED AGENT AND REGISTERED OFFICE: The registered Agent of said corporation at the Registered Office shall be GREGORY HESS. The Registered Office shall be 406 N. Dixie Highway, Suite 4, Lake Worth, Florida 33460. The address of both the Registered Office and Registered Agent being 406 N. Dixie Highway, Suite 4, Lake Worth, FL 33460

#### ARTICLE-VII

OFFICE AND DIRECTORS: The name and post office addresses of the first director of

this corporation who shall hold office for the first year or until his successor is chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
GREGORY HESS	406 N. Dixie Highway Suite 4 Lake Worth, FL 33460	President/ Secretary/ Treasurer/ Director

The corporation shall have at least one and not more than five (5) directors. The number of Directors may be increased from time to time by the By-Laws adopted by the shareholders.

#### ARTICLE-VIII

INSURANCE OF STOCK: Shares of capital stock of this corporation shall be issued initially to the following person:

GREGORY HESS

100

No Capital Stock of the Corporation shall at any time be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render those professional services related to the field of Certified Public Accountant.

No Shareholder of this Corporation may sell or transfer his or her shares in such corporation except to another party which is eligible as a shareholder by said party holding due authorization or a license to practice as a Certified Public Accountant within the State of Florida.

Shares held by the shareholders of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation then to the remaining shareholders. The price of the terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all the

shareholders of this corporation.

#### ARTICLE-IX

STOCKHOLDERS' MEETING: The time and place of the annual stockholders' meeting shall be fixed and prescribed for in the By-Laws and notice of same shall be given in one of the methods provided by law. Any meeting of the stockholders may waive notice of the time, place, and purpose of the meeting, either before or after such meeting.

#### ARTICLE-X

OFFICERS: The officers of this corporation shall be a President, Secretary, Treasurer and Director and such other Officers and agents as may be necessary. All officers, agents, and directors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE-XI

POWERS: This corporation shall have the following powers:

A. To consolidate or merge with only another domestic professional corporation organized and existing pursuant to Florida Statutes Chapter 621 which renders professional services within the field of Certified Public Accountant. No merger or consolidation of this

Corporation with a foreign corporation shall take place at any time

B. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

C. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in, and with, real property or personal property, or any interest therein wherever situated.

D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property assets.

E. To lend money to and use the credit to assist the officers and employees in accordance with Florida Statute 607.

F. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any other instrumentality thereof.

G. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

H. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security and payment of the funds so loaned or invested.

I. To conduct its business, carry on the operations, and have offices and exercise the powers granted by the Florida Statute 607, within or without this state.

J. To elect and appoint officers and agents of the corporation and define their duties and to fix their compensation.

K. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

L. To make donations for the public welfare or for charitable, scientific, and educational purposes.

M. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

N. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers, and employees of its subsidiaries.

O. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture trust or other enterprises.

P. To have and exercise all powers necessary or convenient to affect the purposes of the corporation.

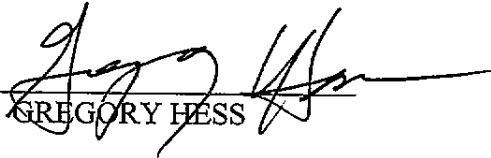
ARTICLE-XII

INCORPORATOR: The name and address of the incorporator/subscriber of these

Articles of Incorporation is:


**GREGORY HESS**  
406 N. Dixie Highway  
Suite 4  
Lake Worth, FL 33460

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set their hand and seal this 28<sup>th</sup> day of January, 1999, for the sole purpose of forming this corporation under the laws of the State of Florida, and he hereby makes and files in the office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certifies that the facts herein are true.

  
GREGORY HESS

STATE OF FLORIDA            )  
  )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of January, 1999, by GREGORY HESS who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.

~~~~~  
 John P. Marinelli  
Notary Public, State of Florida  
Commission No. CC 503540  
My Commission Expires 10/19/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.  
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NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes.  
The undersigned corporation, organized under the laws of the  
State of Florida, submits the following statement in designating  
the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GREGORY HESS CERTIFIED PUBLIC ACCOUNTANT, CHARTERED

2. The name and address of the registered agent and office is:

GREGORY HESS  
406 N. DIXIE HIGHWAY  
LAKE WORTH, FL 33460

SIGNATURE: *Gregory Hess*

TITLE: *President/Direct*

DATE: *1-28-99*

HAVING BEEN NAMED AS REGISTERED AGENT 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: *Gregory Hess*

DATE: *1-28-99*

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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