

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/26/00--01051--008
*****70.00 *****70.00

SUBJECT: Gerhartz & Associates, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Keith Gerhartz
Name (Printed or typed)

1840 South Eola Dr.
Address

Orlando, FL 32806
City, State & Zip

(407) 648-4888
Daytime Telephone number

EFFECTIVE DATE
2-1-00

FILED
00 JAN 26 AM 9:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

CB
2-1-00
4

**ARTICLES OF INCORPORATION
OF
GERHARTZ & ASSOCIATES, INC**

EFFECTIVE DATE
2-1-00

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 **Gerhartz & Associates, Inc.**

**ARTICLE II
DURATION**

This corporation shall begin its corporate existence effective February 1, 2000 and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III
GENERAL PURPOSE**

This corporation is organized for the purpose of engaging in any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated as Common Shares with a par value of one and No/100 dollars (\$1.00). The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V
PREEMPTIVE RIGHTS**

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

FILED
20 JAN 26 AM 9:05
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TALLAHASSEE FLORIDA

**ARTICLE IV
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 1840 South Eola Drive, Orlando, Florida 32806; the initial registered office of the corporation is 1840 South Eola Drive, Orlando, Florida 32806; and the name of the initial registered agent of this corporation is Keith P. Gerhartz, whose address is 1840 South Eola Drive, Orlando, Florida 32806.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Keith P. Gerhartz
1840 South Eola Drive
Orlando, Florida 32806

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Keith P. Gerhartz
1840 South Eola Drive
Orlando, Florida 32806

**ARTICLE IX
BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

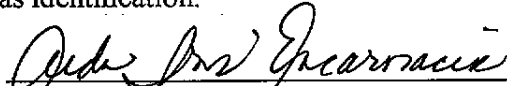
IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 27th day of January, 2000.



Keith P. Gerhartz

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of January, 2000, by Keith P. Gerhartz, who is personally known to me, or has presented _____ as identification.


NOTARY PUBLIC
Print Name: Aida Iris Encarnacion
My Commission Expires: _____



AIDA IRIS ENCARNACION
COMMISSION # CC592308
EXPIRES NOV 30, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Keith P. Gerhartz

00 JAN 26 AM 9:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED