

TRANSMITTAL LETTER

PO1000057388

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

SUBJECT: GARY, YOUNG & ASSOCIATES INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004341560--3
-06/05/01--01034--007
*****78.75 *****78.75

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: VICTOR YOUNG
Name (Printed or typed)

116004 GRANTHAM PLACE
Address

TAMPA FL 33647
City, State & Zip

(813) 624-7239
Daytime Telephone number

FILED
01 JUN -5 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SMITH JUN 11 2001

51

**Articles of Incorporation
Of
GARY, YOUNG & ASSOCIATES**

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TALLAHASSEE, FLORIDA

**I.
Name**

The name of the Corporation is GARY, YOUNG & ASSOCIATES INC., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 19115 Centre Rose BL., Lutz, Florida 33549. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporations is Victor Young, 16004 Grantham Place, Tampa, Florida 33647.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: Consulting

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000, each share to have a par value of \$10.00

VII.
Incorporators

The names and mailing addresses of the incorporators are:

VICTOR YOUNG	16004 Grantham Place, Tampa, FL 33647
GARY BONITATIBUS	19115 Centre Rose BL. Lutz, FL 33549

VIII.
Directors

The number of Directors constituting the initial Board of Directors of the Corporation is 2. The names and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

VICTOR YOUNG	16004 Grantham Place, Tampa, FL 33647
(Senior Partner/Secretary)	

GARY BONITATIBUS	19115 Centre Rose BL, Lutz, FL 33549
(Senior Partner/Treasurer)	

IX.
No Personal Liability

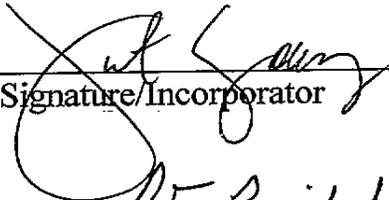
The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations and management of the business and internal affairs of the Corporation shall be set forth in the Bylaws, which may be amended from time to time by Senior Partners upon agreement.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from January 1st. to December 31 of each year.



Signature/Incorporator

5-30-01

Date



Signature/Incorporator

5/30/01

Date

Certificate of Designation For Registered Agent

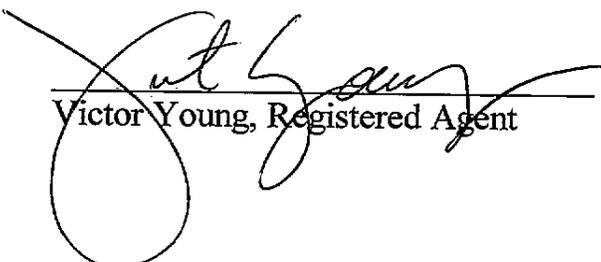
The name of the corporation is: GARY, YOUNG & ASSOCIATES INC.

The name of the registered agent is Victor Young and the address of the registered agent is 16004 Grantham Place, Tampa, Florida 33647.

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

5/30/01
DATE



Victor Young, Registered Agent

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TALLAHASSEE, FLORIDA