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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 760852 4313196

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigott

ORDER DATE : September 26, 2002

ORDER TIME : 11:53 AM

ORDER NO. : 760852-005

CUSTOMER NO: 4313196

CUSTOMER: Steve L. Henderson, Esq
Moss Henderson Blanton &
Lanier, P.a.
817 Beachland Boulevard

Vero Beach, FL 32964

DOMESTIC FILING

NAME: GRAY & CUNNINGHAM ASSOCIATES,
INC.

EFFECTIVE DATE:

200008053312--6

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

RECEIVED

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ARTICLES OF INCORPORATION

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OF

GRAY & CUNNINGHAM ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: GRAY & CUNNINGHAM ASSOCIATES, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Class A common stock (voting) at \$1.00 par value and 1,000 shares of Class B common stock (nonvoting) at \$1.00 par value.

ARTICLE IV

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation is Steve L. Henderson.

The principal place of business and mailing address of the corporation shall be 2000 38th Avenue, Vero Beach, Florida 32962.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Director(s), initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
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George William Gray, Jr., MD	
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Richard R. Cunningham, DO	
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ARTICLE VII

INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Esquire
Moss, Henderson, Blanton, Lanier,
Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII

INDEMNIFICATION

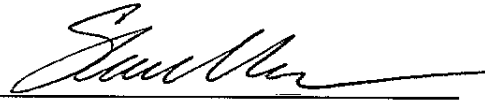
The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

IN WITNESS WHEREOF, I have subscribed my hand this 24th day of September, 2002.



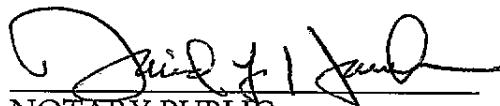
Steve L. Henderson

Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 24th day of September, 2002, by Steve L. Henderson who is personally known to me or who has produced identification.

(Notarial Stamp)



NOTARY PUBLIC

Name

State of Florida

My Commission No: CC 956763

My Commission Expires: 10/23/04

FILED

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

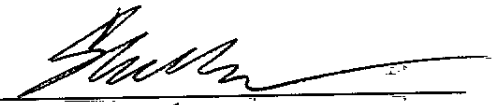
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **GRAY & CUNNINGHAM ASSOCIATES, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Steve L. Henderson