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02 NOV 27 AM 11:08
SEAL STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THIRD GENERATION ACCOUNTING, INC.**

FILED
02 NOV 27 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be known as **Third Generation Accounting, Inc.**

ARTICLE II

The existence of this Corporation shall be in perpetuity.

ARTICLE III

The purpose of this corporation is to do any lawful business.

ARTICLE IV

This corporation shall have the following powers:

All powers given to a corporation under the Statutes of the State of Florida.

To exercise all powers presently or hereinafter conferred by the law upon corporations, to do any and all things to the same extent as a natural person might or could do, and to enjoy all the powers necessary and proper to effectuate the purpose of the corporation..

To have existence independent of the death or withdrawal of the members.

To sue or be sued in the corporate name.

To acquire, hold, and convey property for corporate purpose in the corporate name.

To have a seal.

To make by-laws.

ARTICLE V

A. This corporation shall have only one class of stock, known as common stock.

B. The number of authorized shares of common stock shall be 10.

C. The par value of each share shall be \$50.00 per share.

D. All shares issued and outstanding have the right to:

1. Participate ratably in earnings by way of dividends when, as, and if declared by the Board of Directors, usually in the exercise of their discretion, out of legally available funds.

2. The right to participate in the net assets, after liabilities to creditors, upon liquidation.

3. The right to participate ratably in the control by one vote, non-cumulative, per share.

E. Stock warrants may be issued from time to time to purchase authorized, but unissued, stock.

ARTICLE VI

The minimum capital to be paid into this Corporation before it shall commence business shall be Five Hundred Dollars. (\$500.00)

ARTICLE VII

This Corporation shall have no pre-emptive rights to its attaching to its common stock as to any new issue of stock prior to its offer to any other person or to the public at large.

ARTICLE VIII

The Board of Directors are to meet annually or more frequently, at Special Meetings called by the Chairman of the Board.

A. Board of Directors will meet annually as set out in the by-laws. This annual Meeting may be

held within or without the State of Florida.

- B. Special Board Meetings may be called at any time by the Chairman of the Board or acting Chairman.
- C. Notice of any Meetings, including Special Meetings, must be on one days notice prior to such Annual or Special Meeting, through the mail or by telephone or by any other verbal or written communication.
- D. Notice of any Board Meeting or Special Meeting shall be waived by the presence and participation of any Board Member.
- E. Waiver of Notice requirement under Section D hereof may be made in writing before or after such meeting, whether Annual or Special.

ARTICLE IX

This Corporation shall have no less than one (1) Director nor more than ten (10), as set out in the by-laws.

ARTICLE X

The original and initial Directors of the Corporation shall be:

Bonnie H. Tharpe
5419 16th Street Court East, Bradenton, Florida 34203

Kim Tharpe Coody
4908 Lorraine Road, Bradenton, Florida 34211

They shall serve in this capacity until the first annual shareholder's meeting, as set out in the by-laws.

ARTICLE XI

The principle place of business of this Corporation shall be :

2013 17th Street East, Palmetto, Florida 34221

ARTICLE XII

Any transaction between the Corporation and another shall not be affected because one or more of its Directors has a personal interest in the transaction or is connected with such other person.

ARTICLE XIII

The President of this Corporation shall be appointed by the Board of Directors and the President shall be a member of the Board, after such an appointment.

ARTICLE XIV

These Articles of Incorporation shall be amended from time to time by a majority vote of the stockholders.

ARTICLE XV

The original subscribers to the stock is as follows:

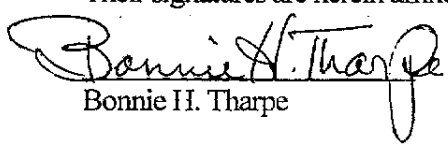
Bonnie H. Tharpe	Director	20%
Kim Tharpe Coody	Director	80%

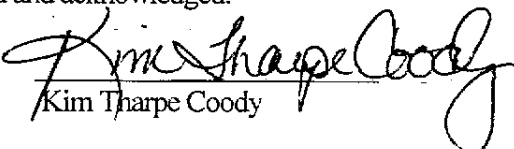
ARTICLE XVI

The incorporators of this incorporation are over Twenty-one years of age, are residents and citizens of the State of Florida, and they are as follows:

Bonnie H. Tharpe	5419 16 th Street Ct. E.	Bradenton, Florida 34203
Kim Tharpe Coody	4908 Lorraine Rd.	Bradenton, Florida 34211

Their signatures are herein affixed and acknowledged.


Bonnie H. Tharpe


Kim Tharpe Coody

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared Bonnie H. Tharpe & Kim Tharpe Coody, to me well known, and known to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me, that they executed this instrument for the purpose herein expressed.

WITNESS my hand and official seal, this 26th day of November, 2000 AD


NOTARY PUBLIC


DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 24,091, Florida Statutes, the following is submitted in compliance with said act:

Third Generation Accounting, Inc., under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Bradenton, State of Florida, County of Manatee, has named , Kim Tharpe Coody, 4908 Lorraine Rd., Bradenton, Florida as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service or process for the above stated Corporation, at the place designated in the certificate, I hereby accept to act in this capacity with the provisions of said act, relative to keeping open said office.


Kim Tharpe Coody
4908 Lorraine Road
Bradenton, Florida 34211