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**FLORIDA PROFIT CORPORATION OR P.A.**

**The GYRA Group Inc.**

Certificate of Status	1
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## ARTICLES OF INCORPORATION OF THE GYRA GROUP INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

### ARTICLE ONE Name

- 1.1 The name of the Corporation is The Gyra Group Inc.

### ARTICLE TWO Duration

- 2.1 The term of existence of the Corporation is perpetual.

### ARTICLE THREE Purpose

- 3.1 The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE FOUR Capital Stock

- 4.1 The aggregate number of shares that the Corporation has authority to issue is One Hundred (100), all of which shall be common shares having a one cent (\$.01) par value. The authorized capital stock may be paid for in cash or property at a just value to be fixed by the directors of the corporation at any regular or special meeting.

### ARTICLE FIVE Preemptive Rights

- 5.1 Each shareholder, regardless of class of stock, shall be entitled to preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. However, each shareholder shall only have preemptive rights in the portion of shares being issued or sold equal to the proportionate amount of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

### ARTICLE SIX Incorporator

- 6.1 The name and address of the incorporator is Stephen A. Koch, One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida, 33602.

### ARTICLE SEVEN Principal and Registered Offices

- 7.1 The principal office of the Corporation is located at One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602.

- 7.2 The Corporation's registered office is One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602. The Corporation's registered agent at that address is Stephen A. Koch. By signing these Articles of Incorporation, the registered agent accepts the designation and agrees to comply with the provisions of the Florida Statutes relating to that designation, including keeping the registered office open during the appointed hours of operation.

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**ARTICLE EIGHT**  
Takeover Provisions

8.1 The Corporation shall not be subject to the provisions of Florida Statutes Section 807.0901 governing affiliated transactions between interested shareholders and the corporation.

8.2 The Corporation shall not be subject to the provisions of Florida Statutes Section 607.0902 governing shareholder voting and dissenter's rights in the event of a control share acquisition.

**ARTICLE NINE**  
Commencement of Existence

9.1 The Corporation shall commence its existence on the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has subscribed to the foregoing Articles of Incorporation and acknowledges them under the laws of the State of Florida, this 7<sup>th</sup> day of February, 2003.

**STEPHEN A. KOCH**  
Incorporator and  
Registered Agent

  
Signature

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