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03 OCT 14 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-21-03

**CHEESEMAN AND PHILLIPS**  
*Attorneys & Counsellors at Law*

Stephen C. Cheeseman, P.A.  
Jerrold K. Phillips, P.A.

101 E. Kennedy Boulevard  
Suite 4130  
Tampa, Florida 33602  
813/223-4007  
FAX 813/229-2599

November 6, 2003

State of Florida  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE:** T.A. Gibbons & Company, Inc.

To Whom It May Concern:

Enclosed for filing are the original Articles of Incorporation for T.A. Gibbons & Company, Inc. Also enclosed is our check in the sum of \$122.50 for payment of the filing fees.

Please furnish me with a certified copy of the Articles.

If you should require any additional fees, please feel free to contact me.

Thank you for your cooperation in this matter.

Yours truly,

  
Jerrold K. Phillips

JKP/gs  
Enclosure(s)  
cc: Tom Gibbons

**ARTICLES OF INCORPORATION  
OF  
T.A. GIBBONS & COMPANY, INC.**

**FILED**  
**03 OCT 14 AM 11:01**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I – NAME**

The name of the corporation is T.A. GIBBONS & COMPANY, INC.

**ARTICLE II – DURATION**

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Secretary of the State of Florida.

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

**ARTICLE IV – PRINCIPAL OFFICE**

The initial principal office of the corporation shall be:

4203 Lauber Way, Unit 6

Tampa, FL 33614

**ARTICLE V – CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

**ARTICLE VI – PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who

does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4203 Lauber Way, Unit 6, Tampa, FL 33614, and the name of the initial registered agent at that address is Thomas A. Gibbons.

#### ARTICLE VIII – BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased from time to time by resolution adopted by the stockholders, but shall never be less than one. The names and addresses of the initial members of the Board of Directors of this corporation are:

Thomas A. Gibbons, President, 4203 Lauber Way, Unit 6, Tampa, FL 33614.

#### ARTICLE IX – INCOPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Thomas A. Gibbons, 4203 Lauber Way, Unit 6, Tampa, FL 33614.

#### ARTICLE X – INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that her or she is or was a director, employee, officer or agent of the corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnity, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to

believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section IX A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in Article IX.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the

corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE XI – DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or her or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### ARTICLE XII – AMENDMENT

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

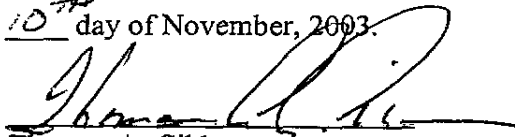
ARTICLE XIII – CORPORATION TAX STATUS

Each shareholder agrees not to transfer, or attempt to transfer, any shares of stock in the corporations now owned by that shareholder, or hereafter acquired by that shareholder, to a person who is not eligible to be a stock holder of an S-corporation under the provisions of the Internal Revenue Code in effect at the time the transfer, or attempt to transfer, is made, or to make a transfer which causes the number of either of the corporations' shareholder to exceed the maximum number of shareholder an S-corporation is allowed to have under the applicable provisions of the Internal Revenue Code in effect at the time of such transfer. If any Shareholder breaches any term of this Agreement in any manner that causes either of the corporations' S-elections to terminate, that shareholder's share of any loss of federal income tax benefits resulting from the termination during the period said corporation is ineligible to make an S-corporation under the applicable provision of the Internal Revenue Code.

ARTICLE XV – ENDORSEMENT ON STOCK CERTIFICATES

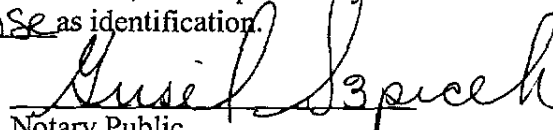
The following endorsement shall be printed on each stock certificate of the corporation: "Any sale, assignment, transfer, pledge or other disposition of the shares of stock represented by this certificate and all rights represented therein is restricted by, and subject to, the terms of the Articles of Incorporation and the Bylaws of the Corporation, a copy of which is on file with the secretary of the corporation."

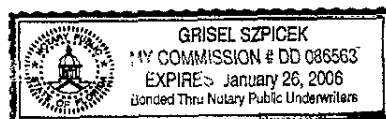
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10<sup>th</sup> day of November, 2003.

  
Thomas A. Gibbons

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 2003, by Thomas A. Gibbons, who is personally known to me or produced driver's license as identification.

  
Notary Public  
My Commission expires:



FILED

03 OCT 14 AM 11:01

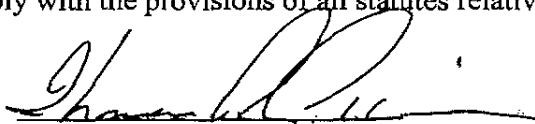
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

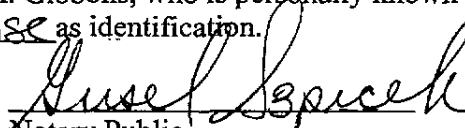
That T.A. Gibbons & Company, Inc., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 4203 Lauber Way, Unit 6, Tampa, FL 33614, has named Thomas A. Gibbons as its registered agent at the same address to accept service of process within the State of Florida; and

That having been named to accept service of process for the above-named corporation, at the place designated in this certificate, Thomas A. Gibbons, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

  
Thomas A. Gibbons

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 2003, by Thomas A. Gibbons, who is personally known to me or produced driver's license as identification.

  
Notary Public  
My Commission expires:

