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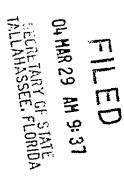
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#### TRANSMITTAL LETTER

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

SUBJECT: A.C. GROSS, Inc.				
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)				
	•	•		
Enclosed are 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  ADDITIONAL CO	□ \$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED	
FROM:	Angela C.	C-loss Printed or typed)		
•	PO BUX 493951  Address			
-	Lessburg, FL 34749 City, Sight & Zip			
-	35a 3b5 - 783a · Daytime Telephone number			

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

FILED

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### SECRETARY OF STATE TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF

A.C. GROSS, INC.

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

#### **ARTICLE I**

#### **NAME**

The name of the corporation is A.C. Gross, Inc., 2501 W. Main Street, Suite 110, Leesburg, FL 34748.

#### **ARTICLE II**

#### **GENERAL PURPOSE**

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

#### **ARTICLE III**

#### **CAPITAL STOCK**

The aggregate number of shares of stock which the corporation shall have the authority to issue is 60,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE IV**

#### **TERM OF EXISTENCE**

This corporation shall begin its existence on the day these Articles of Incorporation are filed with the Secretary of State of the State of Florida, and shall exist perpetually.

#### ARTICLE V

#### ADDRESS OF INITIAL REGISTERED OFFICE AND

#### NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

Angela C. Gross 2501 W. Main Street, Suite 110 Leesburg, FL 34748

#### **ARTICLE VI**

#### **DIRECTORS**

The initial Board of Directors shall consist of one (1) member. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors have been elected and qualified are as follows:

Angela C. Gross PO Box 493951 Leesburg, FL 34749

#### <u>ARTICLE VII</u>

#### **OFFICERS**

The name and address of each of the officers of the corporation are:

PRESIDENT SECRETARY TREASURER Angela C. Gross P0 Box 493951 Leesburg, FL 34749

## ARTICLE VIII

#### **INCORPORATORS**

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

 NAME
 ADDRESS
 SHARES

 Angela C. Gross
 PO Box 493951
 100.00

 Leesburg, FL 34749
 100.00

#### **ARTICLE IX**

#### RESTRICTION ON TRANSFER

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

#### **ARTICLE X**

#### **AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE XI**

#### **BYLAWS**

The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

#### **ARTICLE XII**

#### INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this  $2b^{+}$  day of March, 2004.

Ingela C Hross

Angela C Gross

## ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for A.C. Gross, Inc. as stated in these Articles of Incorporation.

Dated: 3/26/04

Angela C. Hoss