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FLORIDA PROFIT/NON PROFIT CORPORATION

Tony L. Gregory, CPA, P.A.

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Florida Dept of State



June 7, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GRAY, HARRIS & ROBINSON, P.A. - ORLANDO

SUBJECT: "TONY L. GREGORY CPA, P.A."
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FILED**ARTICLES OF INCORPORATION**
(In compliance with Chapter 607 and/or Chapter 621, Florida Statutes) 2007 JUN -7 P 1:12SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I
NAME**

The name of the Corporation is "Tony L. Gregory, CPA, P.A."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1969 S. Alafaya Trail, Suite 147, Orlando, Florida 32828.

**ARTICLE III
PURPOSE**

The general nature and purpose of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering any professional services to the public that a Certified Public Accountant duly licensed under the laws of the State of Florida, is authorized to render.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

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ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on June 6, 2007.

ARTICLE V CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

D. None of the shares of the Corporation may be issued to anyone other than a professional service corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional services as a Certified Public Accountant in the State of Florida.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 301 East Pine Street, Suite 1400, Orlando, Florida 32801. The name of the initial registered agent at that address is Darin Stewart.

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1).

**ARTICLE VIII
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

Darin Stewart, Esquire
c/o GrayRobinson, P.A.
301 East Pine Street, Suite 1400
Orlando, Florida 32801

**ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of the Corporation may sell or transfer stock in the Corporation except to a person who is eligible to be a shareholder of the Corporation, and in compliance with any applicable provisions of the Corporation's bylaws or any shareholders agreement between and among the Corporation and its shareholders.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 6th day of June, 2007.

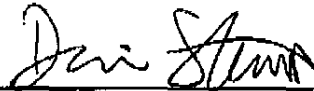


Darin Stewart, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial *Registered Agent* at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 6th day of June, 2007.



Darin Stewart, Registered Agent

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TALLAHASSEE, FLORIDA