P9600057383 TRANSMITTAL LETTER

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

Subject: HANCOCK, GARDNER & ASSOCIATES INC.

1 00001974891 -06/25/96--01091--008 ****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$122,50

- Filing Fee and certified copy

From: Stephen R. Hancock

18304 Gulf Blvd. Apt 205 Redington Shores, Florida

33708

Telephone:

(813) 397-3325 or (905) 469-0235

606-96 TD





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

ARTICLE I NAME

The name of the corporation shall be: Hancock, Gardner & Associates Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

18304 Gulf Blvd., Suite 205 Redington Shores, Florida 33708

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

unlimited number of common shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

F. Gordon Hancock 18304 Gulf Blvd., Suite 205 Redington Shores, Florida 33708

ARTICLE V INCORPORATOR

The name and street address of the incorporator is:

Stephen R. Hancock 18304 Gulf Blvd., Suite 205 Redington Shores, Florida 33708

The undersigned incorporator has executed these Articles of Incorporation this 20th day of June, 1996.

Signature:_

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: Hancock, Gardner & Associates Inc.
- 2. The name and address of the registered agent and office is:

F. Gordon Hancock 18304 Gulf Blvd., Suite 205 Redington Shores, Florida 33708

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Date:

Date: 1010/96