

AMAN & LINS, P.A.

PARAMOUNT PLAZA
SUITE 300
14502 N. DALE MABRY HIGHWAY
TAMPA, FLORIDA 33618-2072

PHONE: (813) 265-0004
FAX: (813) 265-9844

JEFFREY A. AMAN
D. MICHAEL LINS

ATTORNEYS & COUNSELORS AT LAW

January 22, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Attn: New Filings

Via: Fed. X

600002066486--2
-01/23/97--01085--004
*****70.00 *****70.00

Re: Gray Financial Group, Inc.

Please find enclosed the following documents for filing with regard to the referenced corporation:


1. Articles of Incorporation (two originals – one for filing with the State; one for returning file-stamped to the undersigned).
2. Certificate Designating Registered Agent (original and one copy).

Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State to cover the following costs:

a. Filing Fee	\$35.00
b. Registered Agent Designation	<u>\$35.00</u>
Total:	\$70.00

Thank you for your assistance. Please call if you have any questions.

Very truly yours,


Judy A. Cosgrove
Legal Assistant

/jac

Enclosures

FILED
97 JAN 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRAY FINANCIAL GROUP, INC.

ARTICLE I
NAME

The name of the Corporation is GRAY FINANCIAL GROUP, INC. The address of the Corporation is 1608 Golfview Drive South, Plant City, Florida 33567.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

FILED
97 JAN 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 14502 North Dale Mabry, Suite 300, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jeffrey A. Aman.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of the Corporation is:

Mark Gray
1608 Golfview Drive South
Plant City, Florida 33567

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Jeffrey A. Aman, 14502 North Dale Mabry Highway, Suite 300, Tampa, Florida 33618.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of January, 1997.



Jeffrey A. Aman, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of January, 1997 by
Jeffrey A. Aman, who is personally known to me.

Judy A. Cosgrove
Signature of person taking acknowledgment
JUDY A. COSGROVE
Name typed/printed/stamped

Title

My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That GRAY FINANCIAL GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1608 Golfview Drive South, Plant City, Florida 33567, has named Jeffrey A. Aman, located at 14502 North Dale Mabry, Suite 300, Tampa, Hillsborough County, Florida 33618, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.



Jeffrey A. Aman, Registered Agent

Date: Jan. 21, 1997

FILED
JAN 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA