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KANETSKY-MOORE

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: KANETSKY, MOORE & DEBOER, P.A.

ACCT#: 075350000267

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NAME: GARY W. BRANNON, CPA, P.A.

AUDIT NUMBER.....HS7000019675

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(FLORIDA STATUTES, § 607.0202 and Chapter 621)**

The undersigned natural person, competent and licensed to practice accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I
NAME OF CORPORATION**

The name of this corporation shall be GARY W. BRANNON, CPA, P.A.

The principal place of business of this corporation shall be as follows:

226 Tampa Avenue West
Venice, FL 34285

**II
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of accounting, and all its fields of specializations, as are engaged in by certified public accountants.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

THIS INSTRUMENT PREPARED BY
Erik R. Lieberman
Attorney At Law
P.O. Box 1767
Venice, Florida 34294-1767
(941) 485-1571
Fla. Bar #393053

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E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at One Dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV DURATION

The corporation shall have perpetual existence. Corporate existence shall begin on November 26, 1997.

V REGISTERED AGENT

The address of this corporation's initial registered office is 226 Tampa Avenue W., Venice, FL 34285, and the name of its initial registered agent at said address is GARY W. BRANNON.

VI INCORPORATOR

The name and address of the Incorporator is as follows:

GARY W. BRANNON
250 Woodingham Trail
Venice, FL 34292

VII MANAGEMENT OF BUSINESS

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

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**VIII
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

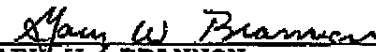
**X
INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

**XI
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 26 day of November, 1997.



GARY W. BRANNON

Incorporator & Registered Agent

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26 day of November, 1997, by GARY W. BRANNON, who is personally known to me or who has produced a driver's license as identification.

Anne M. Taylor
Notary Public

Anne M. Taylor
Printed Name of Notary

My Commission Expires:

Commission #



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

Gary W. Brannon
Registered Agent

Date: November 26, 1997

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