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LAW OFFICES

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August 26, 1998

**FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*122.50 \*\*\*\*122.50

RE: ARTICLES OF INCORPORATION  
GAMMA ACCOUNTING & CONSULTING, INC.

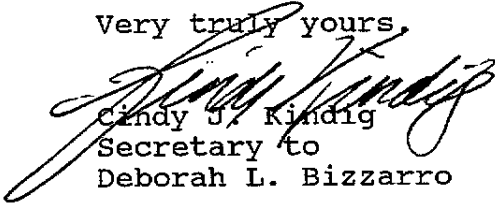
Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for GAMMA ACCOUNTING & CONSULTING, INC. and our firm's check in the amount of \$122.50 for filing fees.

Kindly file the Articles of Incorporation and return a copy of same to the undersigned in the enclosed, self-addressed pre-paid Federal Express envelope.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

  
Cindy J. Kindig  
Secretary to  
Deborah L. Bizzarro

/cjk

Enc.

corp/secstate.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 AM 8:54

**ARTICLES OF INCORPORATION**

**OF**

98 AUG 27 AM 8:54

**GAMMA ACCOUNTING & CONSULTING, INC.**

**ARTICLE I - NAME**

The name of this corporation is GAMMA ACCOUNTING & CONSULTING, INC. with its principal office and address being located at 3398 N.W. 47th Avenue, Coconut Creek, Florida 33063.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business specifically for the purpose of accounting and consulting services.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale by the corporation of any new stock of this corporation, 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 REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2929 E. Commercial Boulevard, Suite PH-C, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Deborah L. Bizzarro, Esquire.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) Director. The number of Directors may be increased and, thereafter, may be further

increased or decreased from time to time in accordance with the By-laws of the Corporation. The Corporation shall never have less than one (1) Director. The name and address of the initial President/Treasurer/Director is: Spiro Galanis, 3398 N.W. 47th Avenue, Coconut Creek, Florida 33063.

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Deborah L. Bizzarro, Esquire, Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, PH-C, Fort Lauderdale, Florida 33308.

#### ARTICLE IX - INDEMNIFICATION


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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 26, 1998.

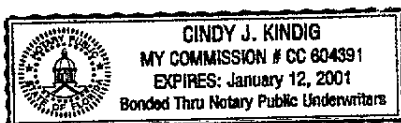
  
DEBORAH L. BIZZARRO  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of August, 1998, by DEBORAH L. BIZZARRO, who is personally known to me who did not take an oath.

  
Notary Public  
Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1991), the following is submitted:

That, GAMMA ACCOUNTING & CONSULTING, INC., desiring to organize or qualify under the laws of the State of Florida, has named Deborah L. Bizzarro, Esquire, as its agent to accept service of process within the State of Florida.

Dated: August 26, 1998.

  
DEBORAH L. BIZZARRO  
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: August 26, 1998.

  
DEBORAH L. BIZZARRO  
Registered Agent

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