

99000043964

ROBERT L. UNDERWOOD, P.A.  
LAW OFFICES

Robert L. Underwood, III\*  
Carl A. Bertoch †, Of Counsel  
Shannon L. Evans ‡ Of Counsel

Research Triangle Office  
3900 City of Oaks Wynd  
Raleigh, NC 27612  
Tel: (919) 863-4115  
Fax: (919) 863-4142

Toll Free Telephone: (888) 570-9355  
Toll Free Telephone: (800) 686-1615  
Voice Mail: (919) 990-2662  
E-Mail: RLULAW@AOL.COM  
Pager: (800) 307-3324

Florida Office  
537 East Park Avenue  
Tallahassee, FL 32301  
Tel: (850) 222-2563  
Fax: (850) 224-2406

Southern California/Nevada Office  
3900 Paradise Road Suite U  
Las Vegas, Nevada 89109  
Tel: (702) 699-7333  
Fax: (702) 699-7377

\* Licensed in D.C. and Florida only  
† Licensed in Florida & Ohio only  
‡ Licensed in California & Nevada only

May 6, 1999

Division of Corporations  
Florida Department of State  
PO Box 6327  
Tallahassee, Florida 32314

600002870566-7  
05/11/99-01020-009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: GREGORY GP, INC.  
Articles of Incorporation

Dear Secretary of State:


I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Robert L. Underwood  
3900 City of Oaks Wynd  
Raleigh, NC 27612

Respectfully submitted,

  
Robert L. Underwood

FILED  
1999 MAY 11 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. Underwood MAY 14 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**GREGORY GP, INC.**

---

FILED  
1999 MAY 11 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this corporation is GREGORY GP, INC.

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE III**  
**PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V**  
**AMENDMENT OF ARTICLES**

The power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of this corporation is 537 East Park Avenue, Tallahassee, FL 32301. The initial registered agent of this corporation is Robert L. Underwood, whose mailing address is 537 East Park Avenue, Tallahassee, FL 32301.

ARTICLE VII

**INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Directors and Officers of the Corporation, who shall hold such offices for the first year and/or until their successors are chosen and duly qualified, shall be:

WAYNE GREGORY  
537 EAST PARK AVENUE  
TALLAHASSEE, FL 32301

ARTICLE VIII

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood  
537 East Park Avenue  
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the day of May 6, 1999.

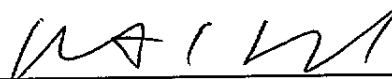
  
Robert L. Underwood

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, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That GREGORY GP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 537 East Park Avenue, Tallahassee, FL 32301, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

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 all Statutes relative to the proper and complete performance of my duties.

DATED this 6th day of May, 19 99.

  
Robert L. Underwood  
Registered Agent