

MARSHALL L. COHEN, P.A.

ATTORNEY AT LAW

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December 28, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/29/99--01103--004

****122.50 *****78.75

Re: GULF CITY DISTRIBUTION, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation Certificate and Acceptance of Registered Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

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

Thank you for your courtesies in this matter.

Sincerely,


Marshall L. Cohen

MLC/lda
enc.
cc: client

FILED
99 DEC 29 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WC

ARTICLES OF INCORPORATION

FOR

GULF CITY DISTRIBUTION, INC.

FILED
99 DEC 29 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **GULF CITY DISTRIBUTION**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$.10 (ten cents) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Name Marshall L. Cohen
Address 1412 Royal Palm Square Blvd., Suite 103
 Fort Myers, FL 33919

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Name Timothy M. Fisk
Address 209 South Westland, Apt 3
Tampa, FL 33607

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

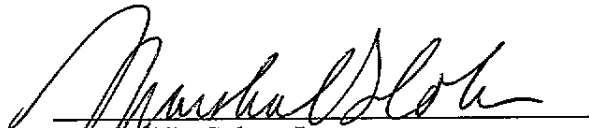
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Name Marshall L. Cohen
Address 1412 Royal Palm Square Blvd., Suite 103
Fort Myers, FL 33919

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 28th day of December, 1999.


Marshall L. Cohen, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a Notary Public, personally appeared NAME, to me known to be the person described as Incorporator and showed personal identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 28th day of December, 1999.



Notary Public-State of Florida
MILDRED R. KRAUJALIS
Notary Public, State of Florida
My comm. exp. May 7, 2003
Comm. No. 00019720

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally known X or Produced identification _____ Type of
Identification produced _____

**CERTIFICATE AND ACCEPTANCE
OF REGISTERED AGENT**

FILED
99 DEC 29 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GULF CITY DISTRIBUTION, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1412 Royal Palm Square Blvd., Suite 103, Fort Myers, Florida, County of Lee, State of Florida 33919, has named, MARSHALL L. COHEN, located at 1412 Royal Palm Square Blvd., Suite 103, Fort Myers, County of Lee, State of Florida 33919, and its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


MARSHALL L. COHEN