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ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

THOMAS F. ICARD (1922-1985)
JAMES W. CULLIS (1927-1987)

JAMES E. AKER
CHARLES J. BARTLETT
PAUL D. BEITLICH**
BRUCE P. CHAPNICK††
CHARLES N. CLELAND, JR.
ERIN L. DAILEY
MARK C. DUNGAN
JULIE GINSBURG ELLER
MICHAEL L. FOREMAN
ANDREW K. FRITSCH
MICHAEL J. FUREN
ARTHUR D. GINSBURG*
STEVEN R. GREENBERG**
F. THOMAS HOPKINS**
THOMAS F. ICARD, JR.***
C. EUGENE JONES*
CHRISTOPHER G. JONES
JASON A. LESSINGER
DAVID M. LEVIN†††
ROBERT G. LYONS***
WILLIAM W. MERRILL, III*, †
ROBERT E. MESSICK**

REAL ESTATE DEPARTMENT
2033 MAIN STREET, SUITE 101
SARASOTA, FLORIDA 34237-6091

(941) 366-5707

(941) 366-5263 FAX

December 16, 1999

TROY H. MYERS, JR.
J. GEOFFREY PFLUGNER
STEPHEN D. REES
JOHN J. WASKOM

WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

* BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

** BOARD CERTIFIED
REAL ESTATE LAWYER

*** BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS

** ADMITTED IN U.S. VIRGIN ISLANDS

*** ADMITTED IN MICHIGAN

† ADMITTED IN WASHINGTON, D.C.

†† ADMITTED IN OHIO

††† LL.M. IN OCEAN AND COASTAL LAW

Corporate Records Bureau
Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, Florida 32301

100003113071--8
-01/27/00-01079-007
****122.50 *****78.75

RE: Articles of Incorporation
GATEKEEPER TRADING COMPANY, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for GATEKEEPER TRADING COMPANY, INC., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.


Paul D. Beitlich

PDB/rl
enclosures
cc: Mr. Peter Richard

FILED
2000 JAN 27 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell FEB 1 2000

FILED

2000 JAN 27 PM 3: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GATEKEEPER TRADING COMPANY, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

GATEKEEPER TRADING COMPANY, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, real estate consulting, property management, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue nine hundred (900) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1914 Bayshore Drive, Englewood, Florida 34223, and the name of the initial registered agent of this corporation is Peter Richard, whose address is 1914 Bayshore Drive, Englewood,

Florida 34223.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Peter Richard, President, Director
1914 Bayshore Drive
Englewood, Florida 34223

Edward Hicks, Vice President, Secretary/Treasurer
1914 Bayshore Drive
Englewood, Fl 34233

VI.

INCORPORATOR

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

Peter Richard
1914 Bayshore Drive
Englewood, Florida 34223

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

1914 Bayshore Drive
Englewood, Florida 34223

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT


This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

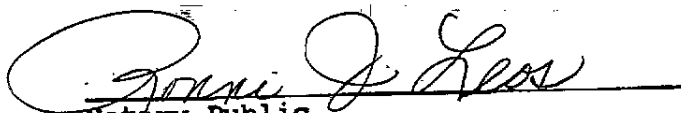
Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of December, 1999.


(SEAL)
PETER RICHARD

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 31st day of December, 1999, by PETER RICHARD, who is personally known to me or who has produced _____ as identification.


Notary Public
Printed Name: _____
Title or Rank: _____
Serial No. if any: _____



Ronni J. Leos
MY COMMISSION # CC899141 EXPIRES
February 16, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

2000 JAN 27 PM 3: 33

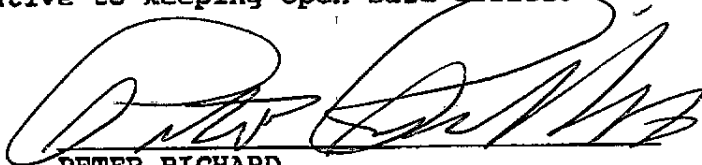
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS
MAY BE SERVED.

[REDACTED]

Pursuant to Section 607.034, Florida Statutes, GATEKEEPER
TRADING COMPANY, INC. desiring to organize under the laws of the
State of Florida, has named Peter Richard, located at 1914
Bayshore Drive, Englewood, Florida 34223 as its agent to accept
service of process within this state.

Having been named to accept service of process for the above
corporation at the place designated in this certificate, I hereby
accept appointment in such capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



PETER RICHARD
(Registered Agent)

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