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P0000003/369

March 21, 2000

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

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*****78.75 *****78.75

Re: GULF BEACH CONNECTION, INC.

Dear Sir/Madam,

Please file the enclosed Articles of Incorporation for the above referenced corporation. I have provided a check in the amount of \$78.75 for the filing fee. I request that you return your letter indicating the date of filing and document number, along with the enclosed copy of the Articles of Incorporation.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

Douglas M. Buchwalter

Douglas M. Buchwalter, Esq.

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

GULF BEACH CONNECTION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is GULF BEACH CONNECTION, INC.

ARTICLE II
MAILING ADDRESS

The mailing address of the initial principal office of the corporation is 309 Belle Isle Ave., Bellair Beach, FL 33786.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is 100,000 all of which shall be common shares.

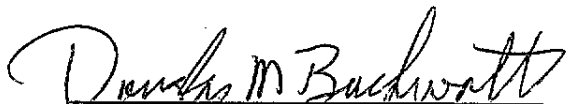
ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 801 West Bay Drive, Suite 506, Largo, Florida 33770-3220, and the initial registered agent at that address is Virginia G. England.

ARTICLE V
INCORPORATOR

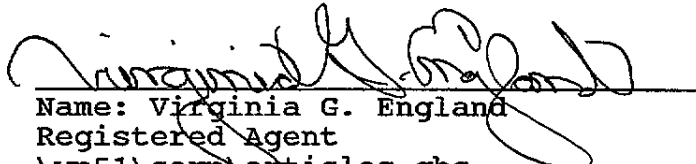
The name and address of the incorporator is:
Douglas M. Buchwalter, 1172 Brownell Street, Clearwater, FL 33756.

IN WITNESS WHEREOF, I have subscribed my name this 21st
day of March, 2000.


Name: Douglas M. Buchwalter
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to posting names of persons authorized to accept service of process and keeping open said office for service of process. I am familiar with and accept the obligations provided for in Section 607.0505, Florida Statutes.


Name: Virginia G. England
Registered Agent
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA