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MUTCH & YOZGAT, P.A.
Attorneys and Counselors at Law

2114 NW 40TH TERRACE, SUITE A-1
GAINESVILLE, FLORIDA 32605

FILED
00 MAY -1 AM 8:44
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
(352) 378-5599
FAX (352) 378-3388

SAMUEL A. MUTCH
KIM E. YOZGAT
STEPHANIE L. MULLINS

April 27, 2000

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

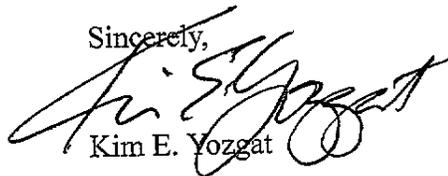
RE: Articles of Incorporation for Great Southern Investments & Asset Management Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Great Southern Investments & Asset Management Corporation, together with a check in the amount of \$70.00.

Thank you for your attention to this matter.

Sincerely,


Kim E. Yozgat

KEY/cde

Enclosures: Original and one copy of Articles of Incorporation
Check for \$70.00

D. BROWN MAY - 3 2000

**ARTICLES OF INCORPORATION
FOR
GREAT SOUTHERN INVESTMENTS & ASSET MANAGEMENT CORPORATION**

FILED
00 MAY -1 AM 8:45
TALLAHASSEE FLORIDA

The undersigned hereby notifies all people of the State of Florida that he intends to form a corporation for profit in accordance with Chapter 607, Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME, MAILING ADDRESS AND PRINCIPAL OFFICE

The name of this corporation shall be the **Great Southern Investments & Asset Management Corporation**. The mailing address shall be 3600 NW 43RD Street, Suite C-1, Gainesville, Florida 32606, and the principal office shall be located at 3600 NW 43RD Street, Suite C-1, Gainesville, Florida 32606.

ARTICLE II - TERM

This corporation shall have perpetual existence unless sooner dissolved according to law. This corporation shall begin business on the day of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the following:

- (a) To do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, Florida Statutes, and which now or hereafter may be authorized by law; and
- (b) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV - STOCK

The maximum number of shares of stock outstanding at any time shall be 10,000,000 with no par value per share, all of which shall be common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 3600 NW 43rd Street, Suite C-1, Gainesville, Florida 32606. The initial Registered Agent is:

Waldemar Kissel, Jr.
3600 NW 43rd Street, Suite C-1
Gainesville, Florida 32606

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors shall be fixed by the By-Laws and may be changed from time to time.

ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the initial director of **Great Southern Investments & Asset Management Corporation** and the first Board of Director is:

NAME

ADDRESS

Waldemar Kissel, Jr.

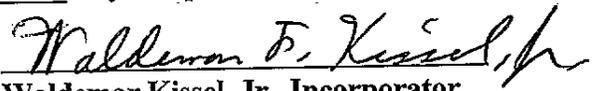
**3600 NW 43rd Street, Suite C-1
Gainesville, Florida 32606**

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of **Great Southern Investments & Asset Management Corporation** is:

**Waldemar Kissel, Jr.
3600 NW 43rd Street, Suite C-1
Gainesville, Florida 32606**

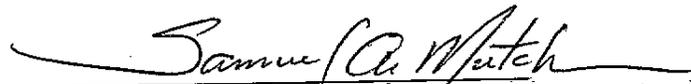
IN WITNESS WHEREOF, I, the undersigned Incorporator of this corporation, have executed these Articles of Incorporation on this 28 day of April, 2000.


Waldemar Kissel, Jr., Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

Before me, the undersigned authority, personally appeared **Waldemar Kissel, Jr.**, who is personally known to me, and who being sworn, deposes and states that he has executed the foregoing for the purposes stated therein.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of April, 2000.

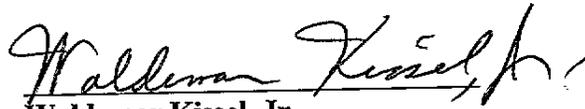

Notary Public, State of Florida



RECEIVED
00 MAY -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as a Registered Agent for the **Great Southern Investments & Asset Management Corporation** at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Waldemar Kissel, Jr.

Accepted this 28 day of April, 2000.