

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

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GPS Trust, Inc

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

✓ Art of Inc. File Photo

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED

FILED

00 MAY -9 AM 10:14

00 MAY -9 PM 1:18

T. SMITH MAY 09 2000

EFFECTIVE DATE

05/03/00

ARTICLES OF INCORPORATION

I, the undersigned incorporator of this corporation under the Florida Statute , as amended, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

GPS TRUST INC.

ARTICLE II Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock of none Dollar (\$ 0) per value.

ARTICLE III Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares .

ARTICLE IV Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE V Pre-emptive 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 they already hold, shall have the right to purchase their prorated share thereof (as nearly as may be done without issuance of fractional Shares) at the price at which it is offered to others.

00 MAY -9 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this Corporation is to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might of could do, viz:

To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within of without the State of Florida , in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to formed, to promote and to aid in any way in the formation of any corporation.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, Companys, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time of times, of payable upon the happening of a specified event of event, secured or for any of the other objects of its business to secure the same by mortgage or mortgages, or deed or property, rights, privileges or franchises.

To enter into, make and perform contracts of every kind with any person, firm association, Company, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state, government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold , sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, Company, syndicate, entity or person , domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stock , bonds, notes., debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities., certificates, or receipts purchased or required by it, and while the owner or holder of such documents, to exercise all the rights of ownership in respect thereof, and to the extent now or hereafter permitted by law, to aid by loan, subsidy , guarantee, or otherwise , stock issuing, creating or responsible for any such documents.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount. To engage in the import and export of food stuff for sale at the wholesale and retail level and to sell food stuffs in the wholesale and retail level.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carries, on or exercised by a corporation organized under the Chapter Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

Any further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and to do all the acts and things and conduct any carry on all business and enterprises to do the same extent as any natural person which is not specifically prohibited by law of the State of Florida, United States, of America, any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other States, territories, or possessions of the United States , and in all foreign countries.

This corporation has the right to engage in any kind of import or export business .

SPECIAL RISK FACTORS

An investment in the shares offered hereby is speculative, involves a degree of risk and should be made only by investors who can afford the delay of repayment or even the loss of part or the entire investment. Each prospective investor should carefully consider the following risk factors, in addition to all of the other information provided by the company, their representatives or other marketable studies. An investor has one week (seven days) after the recede of this company's Articles of Incorporation to withdraw the investment amount and request a full refund of any and all funds deposited with the company, the companies representative or trust account agent in the event the decision to invest in the company has changed for any or none reason.

SUBSTANTIAL AND CONTINUING LOSSES

Substantial and Continuing Losses, Sale of Significant Assets. Minimal Revenues. The Company is in the trading business. Many factors are important with regard to the day to day operation of the Company. Market conditions regarding purchase and sell of Stocks and Options are constantly changing. Interest rates, market interest, natural disasters, etc. are only some of the many factors which can and will influence the operation and success of the Company. Especially with regard to Stock Option, the purchase and sale of units, the Company is dependent on factors which may not be under the control or influence of the Company.

NEWLY FORMED COMPANY

This is a new formed Company, it must be expected that the Company will have a negative income or loss for the first few years of operation. The Company may be forced to sale significant assets in order to continue operation or achieve the Companies goals.

No Relevant Operating History, Uncertainty of Marketable Conditions. This is a new formed Company and therefore, this Company has no operating history. Even the management of the Company believes that it can and will sell the assets of the Company in the future with profit for the Company and their investors, their can not be given any guarantee to that effect.

DEPENDENT ON MANAGEMENT

The Company's existing management is available to operate the business of the Company. None of the Company's managers or officers has an exclusive employment agreement with the Company and therefore may leave the Company at any time with or without replacement . The success of the Company may and will be seriously influenced in the event existing management or officers will be replaced .

Standard Risk Disclosure Statement

YOU SHOULD CAREFULLY CONSIDER WHETHER YOUR FINANCIAL CONDITION PERMITS YOU TO PARTICIPATE IN A STOCK MARKET INVESTMENT. IN SO DOING, YOU SHOULD BE AWARE THAT STOCKS AND OPTIONS TRADING CAN QUICKLY LEAD TO LARGE LOSSES AS WELL AS GAINS. SUCH TRADING LOSSES CAN SHARPLY REDUCE THE NET ASSET VALUE. IN ADDITION, RESTRICTIONS ON REDEMPTION'S MAY AFFECT YOUR ABILITY TO WITHDRAW YOUR PARTICIPATION.

FURTHER, TO TRADE STOCKS AND OPTIONS MAY BE SUBJECT TO SUBSTANTIAL CHARGES FOR MANAGEMENT, AND ADVISORY AND BROKERAGE FEES. IT MAY BE NECESSARY FOR THOSE TRADINGS THAT ARE SUBJECT TO THESE CHARGES TO MAKE SUBSTANTIAL TRADING PROFITS TO AVOID DEPLETION OR EXHAUSTION OF THE ASSETS.

THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER FACTORS NECESSARY TO EVALUATE THE PARTICIPATION IN THE TRADING OF STOCKS AND OPTIONS. THEREFORE, BEFORE DECIDE TO TRADE STOCKS AND OPTIONS CAREFULLY STUDY THE INFORMATION PROVIDED HEREIN, INCLUDING A DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THE INVESTMENT IN STOCKS AND OPTIONS.

Regulatory Notices

MAKING INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. ANY SECURITIES THIS COMPANY INVESTS IN OR ITS OWN SHARES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF ANY STOCK OR OPTION INVESTMENTS. ANY REPRESENTATION TO THE CONTRARY IS CRIMINAL OFFENSE.

SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

No person is authorized to give any information or to make any representation not contained in this Regulatory Notice in connection with the matters described herein, and if given or made, such information or representation must not be relied upon as having been authorized. This Notice does not constitute an offer by any person within any jurisdiction to any person to whom such offer would be unlawful. The delivery of this Notice at any time does not imply that information contained herein is correct as of any time subsequent to the date of its issue.

PROFESSIONAL MANAGEMENT

All stock and option trading decisions will be made by the W.S.D. WALL STREET DIRECT INC. The trading managers of the W.S.D. WALL STREET DIRECT INC., has experience in trading and investing, which might otherwise not be available to an individual investor

INVESTMENT DIVERSIFICATION The Investor will participate in trading stocks and options thereby obtaining diversification from traditional investments such as bonds and real estate. The W.S.D. WALL STREET DIRECT INC., believes that the profit potential does depend on favorable or unfavorable general economic conditions and that is as likely to be profitable during periods of raising or declining stock, bond and real estate markets as any other time. However, there can be no assurance of profitability during periods of declining or rising stock, bond and real estate markets and the trading may be unprofitable (or profitable during periods of generally favorable economic conditions).

ADMINISTRATIVE CONVENIENCE The W.S.D. WALL STREET DIRECT, INC., relieves the Investor of the need to attend to the administrative details in engaging directly in the trading activities to be conducted by the Company, such as bookkeeping,

reviewing confirmations and other reports, and maintaining relations with banks, brokers and dealers.

**THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL MAKE PROFITS
OR WILL BE ABLE TO AVOID INCURRING SUBSTANTIAL LOSSES**

Other Risk Factors

The Company is a new venture in a high risk business. Investment in the Company should be made only after consulting with independent, qualified sources of investment and tax advice. Among the risks involved are the following:

1. **Investment Strategies.** The Company's investment strategies involve substantial news, including but not limited to the following:

a. Stocks and Options prices are highly volatile. Price movements for Stocks and Options, may be influenced by, among other things, changing supply and demand relationships, trade, fiscal, monetary, and exchange control programs and policies of governments domestic and foreign political and economic events, change, in domestic and foreign interest rates and rates of inflation, currency devaluation's and reevaluations, and emotions of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets. Such intervention is often intended to influence prices directly. The Company is also subject to the risk of the failure of any of the exchanges on which the Stocks or Options will be traded or of its clearinghouses.

b. The low margin deposits normally required in stock trading (typically between 30% and 50% of the value of the Stock purchased or sold) permit a high degree of leverage. Accordingly, a relatively small price movement in a contract may result in immediate and substantial losses to the investor. Like other leveraged investments any trade may result in losses in excess of the amount invested.

c. Unites States Stock exchanges do not limit fluctuations in certain Stock or Option prices during a single day. During a single trading day, no trades may be executed at prices beyond the daily prices. Stock or Option prices have moved with little or no trading. Occurrences could prevent the Investor from promptly liquidating unfavorable positions and subject the Company to substantial losses, which could exceed the margin initially, committed to such trades. In addition, even if contract prices have not moved trades may not be able to be executed fit favorable prices if little trading in the Stock or Option involved is taking place.

d. The Company's investment strategies require liquid, properly functioning markets. In extraordinary circumstances, the liquidity of some trading insurgents may be impaired and pricing mechanisms may not function properly. The Company might be exposed to substantial loss should it find it necessary to liquidate positions under such conditions.

e. The trading approach of the Company may not be successful and thereby may cause the Company to incur losses on the positions that it initiates. Market volatility may not be as expected, thereby affecting the success of trading strategies.

2. Restrictions on Liquidity of a Company Investment.

There is no market for Stocks in the Company, and none is expected ever to develop. Consequently, Investors in the Company may not be able to liquidate their investments in the event of an emergency or for any other reason.

3. Dependence on Principals of the Company.

The principals of the Company have the authority to control the management of the Company, including the selection of its investments. If for any reason the Company were to lose their services, the Company might be adversely affected.

4. Indemnification of Officers, Advisers and Consultants.

The Company will indemnify the Officers, Advisers and Consultants against any legal action. This especially with regard to recover losses or cost incurred by the Company as a result of the actions taken by the Officers, Advisers or Consultants.

5. Conflicts of Interest and Responsibility of Officers, Advisers and Consultants.

The responsibilities of the Officers, Advisers and Consultants to the Company include making investment decisions for the Company and engaging banks, brokers and dealers to execute trades on behalf of the Company. The following potential conflicts of interest must be reconciled with these and other responsibilities and should be considered by prospective investors.

6. The Officers, Advisers and Consultants are free to manage accounts

for the Company. It is possible that orders for the account of the Company or its principals may be entered in advance of the Company for legitimate and explainable reasons, a different trading program, or a higher risk level of trading. However, any such proprietary trading is subject to the duty of the Officers, Advisers or Consultants to exercise good faith and fairness in all matters affecting the Company's accounts.

7. The Officers, Advisers and Consultants will make all trading and investment

decisions on behalf of the Company. If the Company's trading and investment activities were unsuccessful, it would in theory be possible for the Company to start legal actions against its Officers, Advisers or Consultant. The Company, its Shareholders, Lenders or Investors agree not to start any legal actions against its Officers, Advisers or Consulting in the event of losses out of the activities by these representatives.

8. Cash distributions to the Investors will be completely at the discretion of the Officers, Advisers or Consultant, and the Company does not currently intend to cause the Company to make such distributions. If the Company has realized profits for a taxable year, such profits will be taxable to the Company even though cash may not be distributed to the Investors. Also, the Company may sustain losses offsetting such profits after the end of a fiscal year, so that Investors may never receive all of the profit on which it is taxed.

9. The Company has not registered as an investment company or "mutual fund" which would be subject to extensive regulation by the Securities and Exchange Commission under the investment Company Act of 1940, nor has any Officer, Adviser or Consultant registered as an Investment Advisor under the Investment Advisers Act of 1940 or any similar state law.

10. There is the possibility that institutions, including banks and brokerage firms, with which the Company does business will encounter financial difficulties that may impair the operational capabilities or the capital position of the Company.

11. Use of Proceeds

Investments in the Company will be used to trade Stocks and Options for the Company. All trading activities of the Company will be executed on US regulated exchanges and will be subject to state and federal regulations.

Investment proceeds may initially be held in cash reserves consisting of cash equivalents and other highly liquid securities. The cash reserves will be used to acquire Stocks or Options in various Stocks or Options, to pay option premiums, and to post margins on Stock positions.

**THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE
EXPLANATION OF ALL OF THE RISKS INVOLVED IN INVESTING IN THIS
COMPANY.**

ARTICLE VII

Initial Registered Office, Agent and Principal Address

The street address of the registered office of this corporation is:
1110 Brickel Ave., PH # 901, Miami, FL 33131 and the name of the initial registered
agent of this corporation at that address is Mr. Harald Blecher

ARTICLE VIII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be wither increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the number of the first board of directors who, subject to the provisions of the Certificate of Incorporation, by the by-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
Harald Blecher	1110 Brickel Ave., PH #901 Miami, FL 33131

ARTICLE IX

Subscribers

The name of the subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
Harald Blecher	1110 Brickel Ave., PH #901 Miami, FL 33131

ARTICLE X

Indemnification

The corporation shall indemnify any officer or director, financial adviser or financial consultant or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Records and Documents

The corporation shall have the further right and power to:
From time to time determine whether and to what extent and what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock books) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection and account book of document of this corporation except as conferred by state, unless authorized by a resolution of the shareholders or board of Directors.

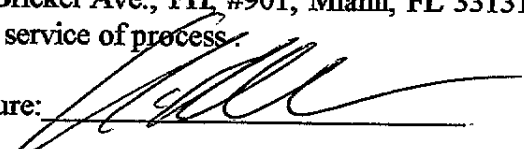
The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more officers within or without the Statutes if the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes if the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

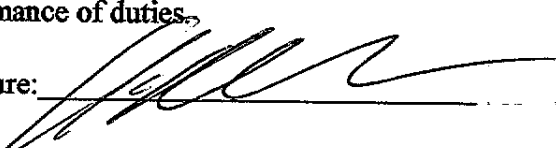
Dated this 3th day, of May 2000.

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH THE SECTION , FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

First- That Resource efficient products Incorporated to organize or qualify under the laws of the State of Florida, with its principal place of business at:
1110 Brickel Ave., PH. #901, Miami, FL 33131 and Mr. Harald Blecher as its Agent to accept service of process.

Signature: 

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 duties.

Signature: 

Title: Registered Agent/Incorporator

Date: 3 May, 2000

FILED
00 MAY -9 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA