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GULF BAY

3470 Club Center Boulevard
Naples, Florida 34114-0816
941.732.9400
FAX: 941.732.9402

June 8, 2000

900003285549--7

Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

-06/12/00--01123--014

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

Re: GB.COM, INC.

Dear Sir or Madam:

I enclose original Articles of Incorporation of GB.COM, INC., Inc., together with check in the amount of \$78.75 representing:

♦ Filing fee	\$35.00
♦ Registered agent fee	35.00
♦ Certified copy fee	<u>8.75</u>
	\$78.75

Kindly process these Articles and return the certified copy to me at your earliest convenience.

In the meantime, if you have any questions or concerns, please do not hesitate to contact me or my legal assistant, Joanie Lucas.

Sincerely,


Joseph Livio Parisi, Esquire
Corporate Counsel

JLP:jml
Enclosures: as noted
cc: Ms. Diane Matire

F. CHEN

JUN 19 2000

FILED
JUN 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GB.COM, INC.

The undersigned subscriber hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **GB.COM, INC.**. The address of the principal office of this corporation shall be 3470 Club Center Boulevard, Naples, FL 34114, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of stocks that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108 and the name of the initial registered agent of the corporation at that address is Mark J. Woodward, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the first Board of Directors are: Aubrey J. Ferrao of 3470 Club Center Boulevard, Naples, FL 34114; and Mark J. Woodward of 801 Laurel Oak Drive, Suite 710, Naples, FL 34108.

FILED
00 JUN 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is
Joseph Livio Parisi of 3470 Club Center Boulevard, Naples, FL 34114.

ARTICLE VIII. AMENDMENTS

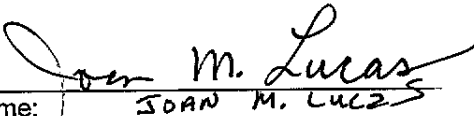
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all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



Joseph Livio Parisi, Subscriber

STATE OF FLORIDA)
)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 8th day of June, 2000, by JOSEPH LIVIO PARISI, who is personally known to me and who did not take an oath.



Printed Name: JOAN M. LUCAS

Notary Public

Commission No. 2/21/2003


My Commission Expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

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 provision of all statutes relative to the proper and complete performance of my duties.



Mark J. Woodward

 Joan M Lucas
My Commission CC810854
Expires February 21, 2003

ACKNOWLEDGMENT BY REGISTERED AGENT

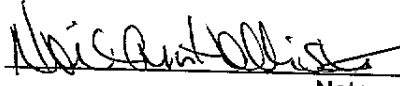
Having been named to accept Service of Process for GB.COM, INC., at 801 Laurel Oak Drive (Suite 710), Naples, Florida 34108, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Mark J. Woodward

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county aforementioned to take acknowledgments, personally appeared MARK J. WOODWARD, who identified himself to me by a Florida Driver's license and is known to me to be the person described in and who executed the foregoing and acknowledged before me that he executed same freely and voluntarily and for the uses and purposes expressed therein.

WITNESS my hand and official seal in the county and state last aforesaid this 5th day of June, 2000.


Notary Public

(Printed Notary Name)
My commission expires:

[Seal]

