

URBAN J.W. PATTERSON, P.A.

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June 16, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32304

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

Re: GPD, Inc.

Gentlemen:

Enclosed please find the following:

1. Original Articles of Incorporation for GPD, Inc.;
2. Copy of Articles of Incorporation for GPD, Inc.;
3. Check in the sum of \$70.00;
4. Self-addressed stamped envelope.

Please file the Articles of Incorporation returning a conformed copy in the envelope provided.

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Thank you.

Very truly yours,

URBAN J.W. PATTERSON, P.A.


Urban J.W. Patterson

UJWP/af

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER

JUN 27 2000

ARTICLES OF INCORPORATION

OF

GPD, Inc.

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

1. The name of the corporation is GPD, Inc.
2. The term of existence of the corporation shall be perpetual.
3. The principal office and the mailing address of the corporation is:
1428B S.W. 42nd Street, Gainesville, Florida 32607.
4. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.
5. The total number of shares of stock which the corporation shall have authority to issue is 1,000,000 shares, all of which shall be common shares with a par value of \$.001 per share.

The holders of the shares shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from preemptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

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TALLAHASSEE, FLORIDA

6. The street address of the initial registered office of the corporation in Alachua County, Florida, is as follows:

1428B S.W. 42nd Street
Gainesville, Florida 32607

7. The name and mailing address of each incorporator of the corporation is as follows:

Jeffrey S. Grainger
1428B S.W. 42nd Street
Gainesville, Florida 32607

8. The corporation shall have a Board of Directors of one (1) director, initially. The number of directors shall be prescribed by the By-laws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Jeffrey S. Grainger
1428B S.W. 42nd Street
Gainesville, Florida 32607

The principal officers of the corporation shall be as follows:

Jeffrey S. Grainger - President\Vice President\Secretary\Treasurer

9. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

10. The name and street address of the initial registered agent is as follows:

James D. Grainger
156 Biscayne Blvd
Islamorada, Florida 33036

11. Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

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

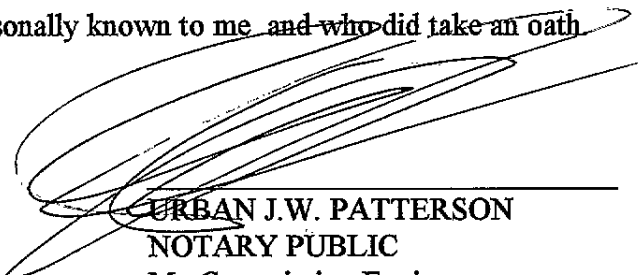
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 14th day of June, 2000.


Jeffrey S. Grainger
Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 14th day of June, 2000, by Jeffrey S. Grainger, who is personally known to me ~~and who did take an oath~~

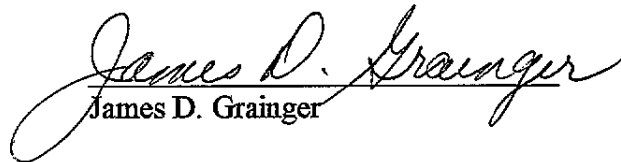

URBAN J.W. PATTERSON
NOTARY PUBLIC
My Commission Expires:



Urban J.W. Patterson
MY COMMISSION # CC752916 EXPIRES
June 21, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.0505, Florida Statutes, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James D. Grainger

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