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July 21, 2000

* Bar Certified

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: GSW Holding, Inc.

Dear Sir or Madam:

Enclosed, pertaining to the above, are the following:

1. Articles of Incorporation (original and one copy)
2. Certificate of Designation of Registered Agents/Registered Office (original and one copy)
3. Check #055875 for \$78.75 for filing fees

Please file the original Articles and Certificate and return certified copies to the undersigned attorney at your first opportunity.

Sincerely,



ANGIE WINSLOW, Legal Secretary to
NICHOLAS G. SCHOMMER, P.A.

NGS/aw

Enclosures: Articles of Incorporation (2 copies)
Certificate of Designation of Registered Agents/Registered Office (2 copies)
check #055875

FILED
00 JUL 24 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 26 2000

ARTICLES OF INCORPORATION
GSW HOLDING, INC.

FILED
00 JUL 24 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is **GSW HOLDING, INC.** and the street address of the initial principal address is 5825 U.S. 27 North, Sebring, Florida 33870, and the mailing address is the same.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

FRED J. SANDLIN
5825 U.S. 27 North
Sebring, Florida 33870

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than six (6).

The names and addresses of the initial directors of this corporation are:

FRED J. SANDLIN	5825 U.S. 27 North, Sebring, Florida 33870
ROBERT A. GAINES	5825 U.S. 27 North, Sebring, Florida 33870
CHARLES P. WELBORN	5825 U.S. 27 North, Sebring, Florida 33870

7. **INCORPORATOR(S):** The name and address of the Incorporator signing these Articles of Incorporation is:

ROBERT A. GAINES	5825 U.S. 27 North, Sebring, Florida 33870
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8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **DIRECTORS AUTHORITY TO FIX COMPENSATION:** Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

10. **PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within sixty (60) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

11. **DIRECTOR CONFLICT OF INTEREST:**

A. No contract or other transaction between a corporation and one of more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

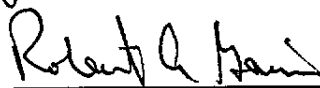
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which

approves such contract or transaction.

12. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

13. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of May, 2000.



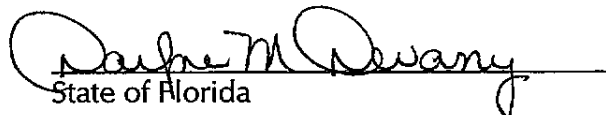
ROBERT A. GAINES
Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared Robert A. Gaines and to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 23rd day of May, 2000.

NOTARY PUBLIC:



State of Florida

(seal)



Darlyne M. Devany
MY COMMISSION # CC650808 EXPIRES
June 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENTS/REGISTERED OFFICE**

FILED
00 JUL 24 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered officer/registered agent in the State of Florida.

1. The name of the corporation is: **GSW HOLDING, INC.**
2. The name and the address of the registered agent and registered office is:

FRED J. SANDLIN, 5825 U.S. 27 North, Sebring, Florida 33870

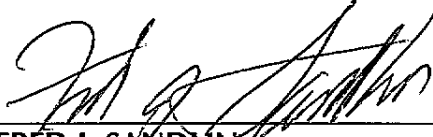
This 23rd day of May, 2000.



FRED J. SANDLIN

Having been named as registered agent and to except service of process for the above stated corporation at the place designated in this certificate, I hereby except the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and except the obligations of my position as registered agent.

This 23rd day of May, 2000.



FRED J. SANDLIN