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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : GIBBONS, COHN, NEUMAN, BELLO & SEGALL & ALLEN, P.A.
Account Number : 120000000178
Phone : (813) 877-9222
Fax Number : (813) 877-9290

FLORIDA PROFIT CORPORATION OR P.A.

Gate's Up, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation

of

Gate's Up, Inc.

ARTICLE 1: NAME

The name of this Corporation is: **Gate's Up, Inc.**

ARTICLE 2: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

**ARTICLE 4: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 35400 Baseline Lane, Dade City,
FL 33525.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3321 Henderson
Boulevard, Tampa, FL 33609, and the name of the initial registered agent of this Corporation at that
address is Andrew L. Adler, Esquire, c/o Gibbons, Cohn, Neuman, Bello, Segall & Allen, P.A.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either
increased or diminished from time to time by the Bylaws but shall never be less than one. The name
and address of the initial directors of this Corporation is:

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NAMES

ADDRESSES

1. Ruth M. Reid

35400 Baseline Lane
Dade City, FL 33525.

2. Daniel A. Reid

35400 Baseline Lane
Dade City, FL 33525.

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

Andrew L. Adler

ADDRESS

Gibbons, Cohn, Neuman, Bello, Segall & Allen, P.A.
3321 Henderson Boulevard
Tampa, FL 33609

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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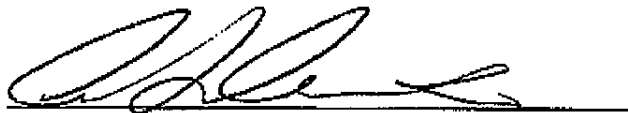
ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

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.

31st IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of July, 2000.



Andrew L. Adler
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 31st day of July, 2000.



Andrew L. Adler
Registered Agent

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