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Attorneys at Law

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September 27, 2000

RECEIVED
SEP 28 PM 1:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: **Gay Florida, Inc.**

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **Gay Florida, Inc.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,


STEPHEN C. BOOTH

/klo
Enclosures

RECEIVED
00 SEP 28 AM 10:56
DIVISION OF CORPORATION

Call when ready
422-1221
Becky



ARTICLES OF INCORPORATION

OF

GAY FLORIDA, INC.

FILED
00 SEP 28 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **GAY FLORIDA, INC.**

ARTICLE II.

This corporation is organized for the purposes of engaging in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V.

The street address of the principal office is 18521 Winding Oaks Boulevard, Hudson, FL 34667, and the address of the initial registered office of this corporation is 18521 Winding Oaks Boulevard, Hudson, FL 34667 and the name of the initial registered agent at that address is Harold A. Reynolds.

ARTICLE VI.

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Harold A. Reynolds, 18521 Winding Oaks Boulevard, Hudson, Florida 34667
Frederick J. Lowndes, 18521 Winding Oaks Boulevard, Hudson, Florida 34667

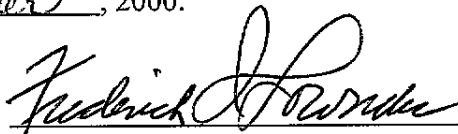
ARTICLE VII.

The corporation shall indemnify any officer or director to the full extent permitted by law.

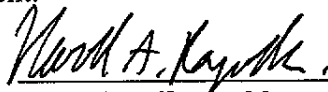
ARTICLE VIII.

The names and addresses of the persons signing these Articles are as follows: Frederick J. Lowndes, 18521 Winding Oaks Boulevard, Hudson, Florida 34667.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of September, 2000.

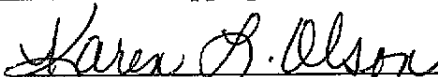

Frederick J. Lowndes

IN WITNESS WHEREOF, the undersigned, with the execution of these Articles, is familiar with and accepts the duties as registered agent.


Harold A. Reynolds, as Registered Agent

STATE OF FLORIDA :
COUNTY OF PASCO :

The foregoing instrument was acknowledged before me this 26th day of Sept., 2000, by **Frederick J. Lowndes and Harold A. Reynolds**, who are personally known to me or who have produced Fl drivers license as appropriate identification.


Notary Public

THIS INSTRUMENT PREPARED BY:
STEPHEN C. BOOTH, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (727) 842-9105



FILED
00 SEP 28 PM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA