

LAW OFFICES
OF
HEIST & WEISSE, P.A.

H. ANTHONY HEIST
Admitted Florida & New Jersey

DAVID R. WEISSE
Admitted Florida & Connecticut

1661 Estero Blvd., Ste. 20
Post Office Box 2514
Ft. Myers Bch, FL 33932
941-463-1765 941-463-3911 Fax
1-800-253-8428 1-800-367-9038 Fax

Other Locations
8001 N. Dale Mabry Hwy.
Suite 501-A
Tampa, FL 33614
37 N. Orange Ave.
Suite 500
Orlando, FL 32801

June 12, 2000

P00000111735

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of GMS GROUP, INC.

700003291657--2
-06/15/00--01086--003
****122.50 ****78.75

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.50, payable to the Secretary of State, State of Florida, in payment of the following:

- | | |
|--|---------|
| 1. Filing of Articles of Incorporation | \$70.00 |
| 2. Certified copy of filed Articles | \$52.50 |

Also enclosed, please find the original and one copy of the Articles of Incorporation for the above-named corporation. Upon your approval and your filing of the original of these Articles, I would request that you send me a certified copy of the same to the above Post Office address.

Thanking you in advance for your cooperation, I remain,

Very truly yours,

H. Anthony Heist

HAH:cs
Enc.

FILED
00 DEC -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-15750
JF 12-5
g/6/21



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

H. ANTHONY HEIST
P.O. BOX 2514
FT. MYERS BEACH, FL 33932

SUBJECT: GMS GROUP, INC.
Ref. Number: W00000015750

We have received your document for GMS GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 500A00035153

ARTICLES OF INCORPORATION
OF
GMS GROUP CONSULTING, INC.

FILED
00 DEC -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GMS GROUP CONSULTING, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business that may be transacted by corporations under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to issue 100 shares of \$1.00 par value stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at this address is as follows:

H. ANTHONY HEIST
ATTORNEY AT LAW
1661 ESTERO BOULEVARD, SUITE 20
P.O. BOX 2514
FORT MYERS BEACH, FL 33932

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may either be increased or decreased from time to time but shall never be less than 1. The name and address of the initial directors of the corporation are:

NENA C. GANG
4609 NORTH B ST., #109
TAMPA, FL 33609

CECILY L. FERM
4012 WISCONSIN AVE.
TAMPA, FL 33616

CASEY S. ASHWORTH
4607 W. NORTH B ST., #105
TAMPA, FL 33609

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

CECILY L. FERM
4012 WISCONSIN AVE.
TAMPA, FL 33616

ARTICLE VII - CORPORATION'S PRINCIPAL OFFICE

4509 GEORGE RD.
TAMPA, FL 33634

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 20th day of November, 2000.

Cecily L. Ferm
Cecily Ferm

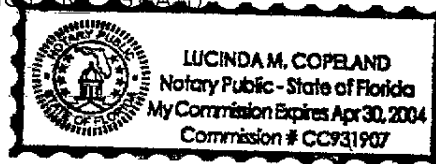
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

EXECUTION OF the foregoing Articles of Incorporation was acknowledged before me this 20th day of November, 2000, by CECILY FERM who () did (xx) did not take an oath and who is either personally known to the undersigned officer or has produced the following form of identification

(IDENTIFICATION)

Lucinda M. Copeland
NOTARY PUBLIC - SIGNATURE ABOVE
NOTARY NAME - Lucinda M. Copeland
COMMISSION NUMBER CC931907
COMMISSION EXPIRATION DATE 4/30/04
(Notary Name/Commission number/Exp. Date to be typed or printed)

(NOTARY SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment to act as registered agent of GMS GROUP CONSULTING, INC. as made in the foregoing Articles of Incorporation.

H. ANTHONY HEIST
H. ANTHONY HEIST, ATTORNEY

FILED
00 DEC -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA