

PO10000031411

GUY & YUDIN, LLP
ATTORNEYS AT LAW

55 EAST OCEAN BOULEVARD
POST OFFICE BOX 3386
STUART, FLORIDA 34995-3386

TELEPHONE (561) 286-7372
FAX (561) 220-3318
E-MAIL weg@gate.net

WILLIAM E. GUY, JR.*
JOHN S. YUDIN**

* ALSO ADMITTED IN 9TH U.S. C.C.A.
** ALSO ADMITTED IN DISTRICT OF COLUMBIA

March 21, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

re: Gulfstream Capital Partners Inc.
Articles of Incorporation

000003907320--0
-03/23/01--01038--022
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for Gulfstream Capital Partners, Inc. A copy is also enclosed for file stamping and return. A check in the amount of \$78.75 is enclosed for the filing fee and certified copy fee.

If you have any questions or comments, please direct them to the number listed above.

Thank you.

Sincerely,

Cynthia Moore
Cynthia Moore, Legal Assistant
for William E. Guy, Jr.

WEG/cm

cc: John B. Guy

FILED
01 MAR 23 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAR 28 2001

6

**ARTICLES OF INCORPORATION
OF**

GULFSTREAM CAPITAL PARTNERS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation is : GULFSTREAM CAPITAL PARTNERS, INC.

ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation

ARTICLE III - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 10254 Hunt Club Lane, Palm Beach Gardens, Florida 33418.

ARTICLE IV - DURATION

The duration of the Corporation is perpetual.

ARTICLE V - PURPOSE

The general purposes for which the Corporation is organized are the following:

- (a). to engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- (b). to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1000, all of which shall be common shares with no par value. The Corporation shall be permitted to issue fractional shares. The initial shares of the Corporation shall be issued as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
JOHN B. GUY	1000

ARTICLE VII - CONSIDERATION FOR SHARES

Consideration for all common shares of stock in the Corporation may be determined by the Board of Directors, from time to time and in accordance with the law.

ARTICLE VIII - PREEMPTIVE RIGHTS

In its discretion and from time to time, the Board of Directors may determine that any or all shareholders have preemptive rights in shares to be issued by the Board, at a price to be determined by the Board. Should the Board offer preemptive rights to any Shareholder, and in any portion of the shares of the Corporation, whenever authorized, or any obligation convertible in to shares of the corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the Shareholders.

ARTICLE IX - TRANSFER RESTRICTIONS

Before there can be a valid transfer of any of the commons shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

- (a). such offering Shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the Corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within ten (10) days thereafter, the Corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, provided, however that the Corporation shall not at any time be permitted to purchase all of its outstanding shares. Should the Corporation fail to purchase the shares at the expiration of the ten (10) day period, or prior thereto decline to purchase the shares, the Secretary of the Corporation shall, within five (5) days thereafter, mail or deliver to each of the other common Shareholders of record a copy of the notice given by the Shareholder to the Secretary. Such notice may be delivered to the Shareholders personally, delivered by facsimile transmission, or may be mailed to them at their last known address as such address may appear on the books of the Corporation. Within thirty (30) days after mailing or delivering of the copies of the notice to the Shareholders, any such Shareholder or Shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.
- (b). If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering Shareholder shall be entitled to purchase such proportion of such shares as the number of shares held by all

- Shareholders desiring to purchase the shares.
- (c). If all the shares to be sold or transferred are not disposed of under such appointment, each Shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which he holds bears to the total number of shares held by all of the Shareholders desiring to purchase shares in excess of those to which they are entitled under such appointment.
 - (d). If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the Shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

ARTICLE X - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 10254 Hunt Club Lane, Palm Beach Gardens, Florida 33418. The initial registered agent for the Corporation at that address is John B. Guy.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The name and address of the person who will serve as the initial director is:

John B. Guy
10254 Hunt Club Lane
Palm Beach Gardens, Florida 33418

ARTICLE XII - INCORPORATOR

The names and street addresses of the Incorporator is:

John B. Guy
10254 Hunt Club Lane
Palm Beach Gardens, Florida 33418

ARTICLE XIII - RIGHTS OF INITIAL DIRECTOR

The Initial Director shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the Initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the

Corporation. This Article may not be amended in any way without the written consent of the Initial Director named in these Articles of Incorporation.

ARTICLE XIV - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws of the Corporation shall be vested in the Shareholders of the Corporation, who may adopt, alter, amend or repeal the Bylaws of the Corporation by majority vote of the holders of the outstanding shares.

ARTICLE XV - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any rights conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - "S" CORPORATION ELECTION

The Corporation hereby reserves the right to "S" Corporation Election.

ARTICLE XVII - SECTION 1244 ELECTION

The Corporation hereby reserves the right to Section 1244 election.

ARTICLE XVIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19 day of March, 2001.



JOHN B. GUY

STATE OF FLORIDA)

COUNTY OF Polk Beach)

BEFORE ME, the undersigned authority, personally appeared JOHN B. GUY, who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said

instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of March, 2001.

Eileen Hausmann
Notary Public (Signature)

Typed, Printed or Stamped Name

Commission



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GULFSTREAM
CAPITAL PARTNERS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 19 day of March, 2001.

JOHN B. GUY