

P01000107111

G-KEY GROUP, INC.

11907 TANYA TERRACE EAST

JACKSONVILLE, FL 32223

NOVEMBER 3, 2001

DEAR SECRETARY OF STATE:

PLEASE FIND ENCLOSED TWO COPIES OF THE CORPORATION PAPERS FOR G-KEY GROUP, INC. AND A CHECK FOR \$⁷⁸~~75~~. PLEASE STAMP ONE OF THE COPIES OF THE CORPORATION PAPERS WITH A FILED DATE STAMP AND RETURN IT TO THE ADDRESS LISTED ABOVE. IF YOU HAVE ANY QUESTIONS PLEASE CONTACT MY ACCOUNTANT, DIANA LEBEAU, AT 904-317-4784.

SINCERELY,

Filing Fee ad Certified Copy

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RECEIVED
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J 11/6

ARTICLES OF INCORPORATION
OF
G-KEY GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV -6 PM 3:11

APPROVED
AND
FILED

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORM A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS G-KEY GROUP, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE NOVEMBER 3, 2001.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

EFFECTIVE DATE
11-3-01

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 11907 TANYA TERRACE EAST, JACKSONVILLE, FL 32223. THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 11907 TANYA TERRACE EAST, JACKSONVILLE, FL 32223; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS DARRYL PATTERSON. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME/S AND ADDRESSE/S OF THE PERSON/S SIGNING THESE ARTICLES IS/ARE:

DARRYL PATTERSON
11907 TANYA TERRACE EAST
JACKSONVILLE, FL 32223

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTOR/S OF THIS CORPORATION IS/ARE:

1. DARRYL PATTERSON: 11907 TANYA TERRACE EAST
JACKSONVILLE, FL 32223

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICER/S WHO IS/ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION IS/ARE AS FOLLOWS:

PRESIDENT: DARRYL PATTERSON: 11907 TANYA TERRACE EAST
JACKSONVILLE, FL 32223

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON NOVEMBER 3, 2001.


DARRYL PATTERSON

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE
WITH SAID ACT:

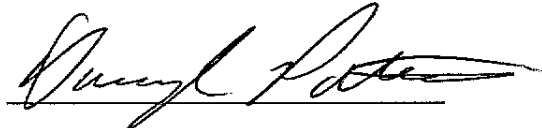
FIRST, THAT G-KEY GROUP, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN

THE ARTICLES OF INCORPORATION AT THE CITY OF JACKSONVILLE, FL HAS NAMED:

DARRYL PATTERSON LOCATED AT: 11907 TANYA TERRACE EAST, JACKSONVILLE, FL 32223
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO
ACT IN THIS CAPACITY.



DARRYL PATTERSON

01 NOV -6 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED