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ACCOUNT NO. : 072100000032

REFERENCE : 433845 7158500

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizib

ORDER DATE : March 6, 2002

ORDER TIME : 12:03 PM

ORDER NO. : 433845-005

CUSTOMER NO: 7158500

CUSTOMER: Suzanne N. Whibbs, Esq
Whibbs Whibbs & Johnson, P.a.

105 East Gregory Street

Pensacola, FL 32501

RECEIVED
02 MAR -6 PM 12:54
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GBF INVESTMENT GROUP, INC.

EFFECTIVE DATE:

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- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

02 MAR -6 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

9/26

ARTICLES OF INCORPORATION
OF
GBF INVESTMENT GROUP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as a 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 ("Corporation") is GBF Investment Group, Inc.

Article II--Principal Address

The street address of the principal office of the Corporation shall be 1717 Magnolia Avenue, Pensacola, Florida 32503. The mailing address shall be P.O. Box 12355 Pensacola, Florida 32582.

Article III--Shares of Stock

The Corporation is authorized to issue 80 million common shares at a par value of \$.01 cents.

The Corporation is authorized to issue 20 million preferred shares at a par value of \$.05 cents.

The voting rights of each share of preferred shares shall count twice for each common share.

Article IV--Registered Agent

The initial street address of the Corporation's registered office is 105 East Gregory Square, Pensacola, Florida 32501. The initial registered agent for the Corporation at that address is Suzanne N. Whibbs.

Article V--Directors

The initial board of directors shall consist of (4) four members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Steven Dunlap	1717 Magnolia Avenue Pensacola, FL. 32503

SECRETARY OF STATE
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David Richbourg

1404 E. Lakeview
Pensacola, FL. 32503

Chuck Browning

1712 E. Avery Street
Pensacola, FL. 32503

Article VI--Purpose

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States or the State of Florida.

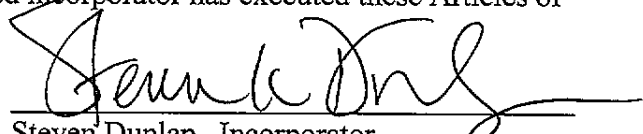
Article VII--Duration

This corporation shall exist perpetually, commencing upon the date of filing these Articles of Incorporation with the State of Florida.

Article VIII--Incorporator

The name and the address of the incorporator is Steven Dunlap 1717 Magnolia Avenue, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of March, 2002

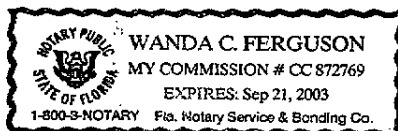

Steven Dunlap, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this the 4th day of March, 2002, by Steven Dunlap who personally appeared before me and is personally known to me.


NOTARY PUBLIC- State of Florida
(SEAL)



**CERTIFICATE OF DESIGNATION OF RESIDENT
AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is: GBF Investment Group, Inc.

2. The name and address of the registered agent and office is:

Suzanne N. Whibbs
105 East Gregory Square
Pensacola, Florida 32501

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5TH day of March, 2002.


Suzanne N. Whibbs

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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