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March 28, 2002

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

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-04/01/02--01058--018
*****78.75 *****78.75

Re: GMS Corporation of Florida, Inc.

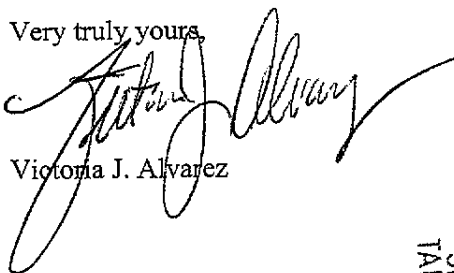
Dear Madam or Sir:

Enclosed is **an original and a copy** of the Articles of Incorporation of the above-referenced new corporation for filing.

Also enclosed is check number 3444 in the amount of \$78.75, representing your filing fee, registered agent fee and certified copy fee. Please certify the enclosed copy of the Articles and return the same to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call me.

Very truly yours,



Victoria J. Alvarez

VJA:dm

Enclosures

cc: Steven S. Preston, Secretary/Treasurer (w/o enc)

FILED
02 APR -1 PM12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W02.9671

D. WHITE APR 15 2002

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2002

VICTORIA J. ALVAREZ, ESQUIRE
PO BOX 10858
TAMPA, FL 33679-0858

Central

SUBJECT: GMS CORPORATION OF FLORIDA, INC.
Ref. Number: W02000009671

We have received your document for GMS CORPORATION OF FLORIDA, INC. and your check(s) totaling \$78.75. 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 602A00020211

ARTICLES OF INCORPORATION
OF
GMS CORPORATION OF CENTRAL FLORIDA, INC.

FILED
02 APR -1 PM 12: 12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

GMS CORPORATION OF CENTRAL FLORIDA, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

**13014 N. Dale Mabry Hwy., Suite 335
Tampa, Florida 33618**

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **Ten Thousand (10,000)** shares of common stock with a par value of **One Dollar (\$1.00)** per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence **April 1, 2002**, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at **13014 N. Dale Mabry Hwy., Suite 335, Tampa, FL 33618** and the initial registered agent of this corporation at such office shall be **GREGORY M. COXON**. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Gregory M. Coxon	13014 N. Dale Mabry Hwy. Suite 335 Tampa, Florida 33618
Steven S. Preston	13014 N. Dale Mabry Hwy. Suite 335 Tampa, Florida 33618

ARTICLE IX

Incorporators

The names and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Steven S. Preston	13014 N. Dale Mabry Hwy. Suite 335 Tampa, Florida 33618

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


STEVEN S. PRESTON

**CENTRAL
GMS CORPORATION OF FLORIDA, INC.**

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **GREGORY M. COXON**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 26 day of MARCH, 2002.



GREGORY M. COXON

FILED
02 APR -1 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA