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SECRETARY OF STATE
TALLAHASSEE FLORIDA

GAINER ENTERPRISES, INC.

**1218 Lexie Drive
Crestview, FL 32536
Okaloosa County**

19 Nov 2003

Florida Department of State
Division of Corporations – New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Gainer Enterprises, Inc.

Dear Processing Agent,

Enclosed are:

- A. Articles of Incorporation in duplicate for **Gainer Enterprises, Inc.**
- B. Check # **2116**

We request the effective incorporation date be 19 Nov 2003 or as soon thereafter as possible.

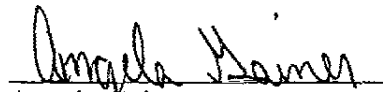
Please mail certification to:

Angela Gainer
1218 Lexie Drive
Crestview, FL 32536

If you need additional information, kindly contact

Howard Bunton
at Econotax Crestview, Inc
telephone number 850-423-4530 or
fax number 850-423-4531

Thank you,



Angela Gainer
President

Enclosures

- 1. Articles of Incorporation
- 2. Check # **2116**

**ARTICLES OF INCORPORATION
OF
GAINER ENTERPRISES, INC.**

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ARTICLE I – NAME

The name of this corporation is GAINER ENTERPRISES, INC., (hereinafter referred to as the ("Corporation")).

ARTICLE II – DURATION

The Corporation shall exist perpetually, commencing on 19 Nov 2003 the date of filing these Articles with the Department of State.

ARTICLE III – PURPOSE

The Corporation is organized for the purpose of transacting any or all-lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate, or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

**ARTICLE VII – INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office of the Corporation is:
GAINER ENTERPRISES, INC.

1218 LEXIE DRIVE
CRESTVIEW, FL 32536.

The mailing address of the initial principal office of the Corporation is:

1218 LEXIE DRIVE
CRESTVIEW, FL 32536.

The street address of the initial registered office of the Corporation is:

1218 LEXIE DRIVE
CRESTVIEW, FL 32536.

The mailing address of the initial registered office of the Corporation is:

1218 LEXIE DRIVE
CRESTVIEW, FL 32536.

The initial registered agent of the Corporation at that address is ANGELA GAINER.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The name of the initial director of the Corporation is:

ANGELA GAINER
their address is:
1218 LEXIE DRIVE
CRESTVIEW, FL 32536

ARTICLE IX – INCORPORATOR

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

1218 LEXIE DRIVE
CRESTVIEW, FL 32536

ARTICLE X – BY-LAWS

The power to adopt, alter, amend, or repeal the By-laws of the Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI – SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XII – ORGANIZATIONAL COSTS

It is the intent of this charter that the Directors may utilize the benefits of amortizing their organizational costs per Internal Revenue Codes Section, over 60 months, and amortizing any start-up costs reclassified, pursuant to Section 195 into Section 248.

ARTICLE XIII – ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV – AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Acknowledgement of Registered Agent:

Having been named to accept service of process of the Corporation stated above, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.

Angela Gainer
Registered Agent, Angela Gainer

Angela Gainer
Incorporator, Angela Gainer

FILED
03 NOV 24 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation on this 20 day of Nov, 2003.

Angela Gainer
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

The following instrument was acknowledged before me this 20th day of Nov, 2003, by Angela Gainer, Incorporator, of Gainer Enterprises, Inc., a Florida corporation. She is personally known to me and did not take an oath.

Howard Bunton
Notary Public
Commission Number

