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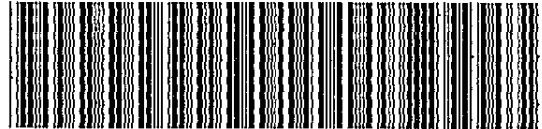
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FILED
06 MAY -8 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
5/1/06

MRB
5/10



John T. Driscoll, P.A.

Certified Public Accountant

3442 SE Lake Weir Road, Suite B
Ocala, FL 34471
Member FICPA

Telephone (352) 622-5664
Fax (352) 671-5373
E-mail: aflcpa@atlantic.net

May 4, 2006

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find original and one (1) copy of the Article of Incorporation of GPS Builder, Inc.

I have enclosed a check in the amount of \$70.00 to cover the costs as follows:

Article of Incorporation filing fee	<u>\$ 70.00</u>
Total	\$ 70.00

Please forward a stamped copy of the Article of Incorporation to the below address:

John T. Driscoll C.P.A., P.A.
3442 SE Lake Weir Ave., Suite B
Ocala, Florida 34471

Thank you in advance for your kind and prompt attention to this matter, and if you should have any questions please call me at (352) 622-5664.

Sincerely,


John T Driscoll CPA

Enclosures

FILED

**ARTICLES OF INCORPORATION
OF
GPS BUILDERS, INC.**

06 MAY -8 PM 3: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida. **EFFECTIVE DATE**
5/1/06

ARTICLE I. - NAME

The name of this corporation is: **GPS BUILDERS, INC.**

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- a) To engage in the buying and selling of any and all types of commercially traded products, within the United States or the purchasing and sales can be a world wide activity and to engage in any and all functions, services and/or ancillary, thereto, and to do all other things which may be desirable to achieve the purposes aforesaid and to operate a successful business.
- b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries and colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers, or corporate property or other instruments to secure payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in or with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust

receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements and enhancement in value thereof.

- g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all powers conferred by the Laws of Florida upon corporations formed under its Laws, and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

Seven Thousand Five Hundred (7500) shares Common Stock
\$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation or be fixed by the incorporators or by the directors as a meeting called for such purpose.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

ARTICLE V. - TERMS OF EXISTENCE

This Corporation is to exist perpetually. The effective date of this corporation shall be **MAY 1, 2006**

ARTICLE VI. - ADDRESS

The initial address of this corporation in the State of Florida is:

**816 SE 34TH AVE
OCALA FL 34471**

The Board of Directors may from time to time move the principal office to any address in Florida.

ARTICLE VII. - DIRECTORS

This corporation shall have (2) director initially. The number of directors may be increased from time to time on such manners as may be prescribed by the BY-LAWS, but shall never be less than (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by his as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or by reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper cases even though not specially provided for.

No contact or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. - INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
GEORGE C FAUST President, Treasurer & Director	507 SE 34TH AVE OCALA FL 34471
PAUL ROBERTS Vice President, Secretary & Director	816 SE 34TH AVE OCALA FL 34471

ARTICLE IX. - SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
GEORGE C FAUST 250 shares-Common Stock @ \$1.00 Par Value	507 SE 34TH AVE OCALA FL 34471
PAUL ROBERTS 250 shares-Common Stock @ \$1.00 Par Value	816 SE 34TH AVE OCALA FL 34471

ARTICLE X. - REGISTERED AGENT AND OFFICER

The street address of the corporation's initial registered office is:

816 SE 34TH AVE
OCALA FL 34471

and the corporation's initial registered agent is: **PAUL ROBERTS**

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

STATE OF FLORIDA

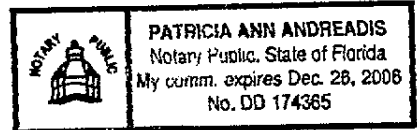
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above to take acknowledgment, personally appearing **GEORGE C FAUST** and **PAUL ROBERTS** to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Article of Incorporation.

Witness my hand and seal in the County and State named above this

3rd day of May, 2006

Patricia Ann Andreadis
NOTARY PUBLIC STATE OF FLORIDA



CERTIFICATION OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST – THAT.

NAME OF CORPORATION
GPS BUILDERS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT **816 SE 34TH AVE Ocala FL 34471** HAS NAMED **PAUL ROBERTS**, AS ITS AGENT TO SERVICE OR PROCESS WITHIN FLORIDA.

SIGNATURE x *George C Faust*
GEORGE C FAUST
PRESIDENT

DATE x *MAY 03 06*

SIGNATURE *Paul Roberts*
PAUL ROBERTS
VICE PRESIDENT

DATE x *May - 03 - 06*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE
Paul Roberts
PAUL ROBERTS
REGISTERED AGENT

DATE x *5-03-06*

FILED
06 MAY - 8 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA