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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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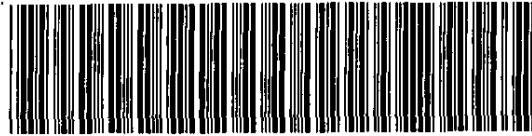
(Business Entity Name)

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2006 JUN 21 PM 3:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**FRANK J. GRECO, P.A.**  
A FLORIDA PROFESSIONAL ASSOCIATION  
4047 HENDERSON BOULEVARD  
TAMPA FLORIDA 33629  
TELEPHONE: (813) 287-0550  
FAX: (813) 289-5331  
Email: tpagreco1@aol.com

June 13, 2006

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

**Re: GP Technologies, Inc.**

Dear Sir or Madam:

Enclosed please find the articles of incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the fees, plus one certificate of good standing.

In addition to the above, upon filing, please send me a copy of the articles of incorporation in the self addressed fed-ex envelope enclosed.

Should you have any questions regarding the above, please contact me immediately.

Sincerely,

**FRANK J. GRECO, P.A.**

Frank J. Greco

FJG/jmb  
Enclosures

**FILED**

ARTICLES OF INCORPORATION

OF

**GP TECHNOLOGIES, INC.**

2006 JUN 21 PM 3:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS  
CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF  
THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **GP TECHNOLOGIES, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the  
United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date herof.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 2801 E.  
Hillsborough Avenue, Tampa, Florida 33680.

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Frank J. Greco, P.A. 4047 Henderson Boulevard, Tampa, Florida 33629**. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have one (3) directors, as follows:

NAME	ADDRESS
<b>David Smith</b>	<b>2801 E. Hillsborough Avenue Tampa, Florida 33680</b>
<b>Robert S. Luzenberg</b>	<b>2801 E. Hillsborough Avenue Tampa, Florida 33680</b>
<b>Charlie V. Grizzaffe</b>	<b>2801 E. Hillsborough Avenue Tampa, Florida 33680</b>

#### ARTICLE VII

##### INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
<b>Charlie V. Grizzaffe</b>	<b>2801 E. Hillsborough Avenue Tampa, Florida 33680</b>

#### ARTICLE VIII

##### INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request

of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

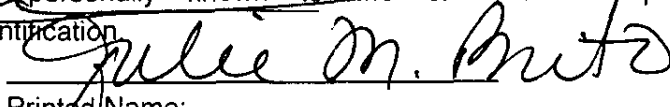
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by **Charlie V. Grizzaffe**.

Dated this 15 day of June, 2006.

  
Charlie V. Grizzaffe

STATE OF FLORIDA  
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 15 day of June, 2006, by **Charlie V. Grizzaffe**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Printed Name:  
Notary Public  
My Commission Expires:  
Serial Number:



**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 Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **GP TECHNOLOGIES, INC**, desiring to organize under the laws of the State of Florida with its principal place of business **2801 E. Hillsborough Avenue, Tampa, Florida 33680**, Hillsborough County, Florida, has named **Frank J. Greco, P.A.**, located at 4047 Henderson Boulevard, Tampa, Florida, 33629, as its agent to accept service of process within this state.

  
Charlie V. Grizzaffe  
Incorporator

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Frank J. Greco  
Registered Agent