

P95000024005

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
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ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

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file 15E

Will

Wait

FILED

95 MAR 24 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/24/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AKK _____

WALK-IN 327
Will Pick Up _____

RE: Gibson & Gibson
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s)		
Art. of Amend. Fil.		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	500001442245	
	-03/29/95 01015-009	
	****122.50 ****122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts.

THANK YOU

ARTICLES OF INCORPORATION

OF

GIBSON & GIBSON, INC.

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95 MAR 24 PM 2:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is GIBSON & GIBSON, INC.

Article II - Duration

This corporation shall exist perpetually, commencing upon filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Address

The principal place of business and the mailing address of this corporation is:

21 First Court
Santa Rosa Beach, Florida 32459

Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares

of common stock with a par value of \$0.10 per share.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 21 First Court, Santa Rosa Beach, Florida 32459, and the name of the initial registered agent of this corporation at that address is David L. Gibson.

Article VIII - Directors

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial director of this corporation is:

David L. Gibson

21 First Court
Santa Rosa Beach, Florida 32459

Article IX - Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

David L. Gibson

21 First Court
Santa Rosa Beach, Florida 32459

Article X - By-Laws

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

Article XI - Indemnification

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Article XIII - Restriction on Transferability of Stock

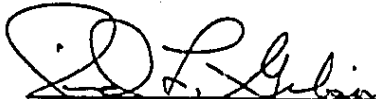
The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

Article XIV - Affiliated Transactions

This corporation elects to opt out of Florida Statute 607.0901, the affiliated transaction statute. The provisions of

Florida Statute 607.0901 will not apply to this corporation.

The undersigned has executed these Articles of Incorporation this
23rd day of March, 1995.



David L. Gibson, Director

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Gibson & Gibson, Inc.

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

David L. Gibson

21 First Court
Santa Rosa Beach, Florida 32459

Signature

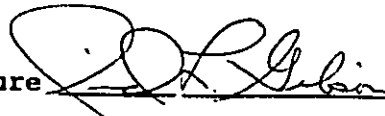

David L. Gibson, Director

Date

3/23/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Signature



Date

3/23/95