

# P95000040939

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8062

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

DIVISION OF CORPORATIONS

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAY 24 PM 12:45

*DBS/24/95*

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY RMH \_\_\_\_\_

WALK-IN 5:24 Wpm  
WIN Pick Up

RE: GTD Diversified, Inc.

DATE: 95 MAY 24 PM 10

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S -		
<input type="checkbox"/> Fictitious Name File	+++++ 701.00	+++++ 701.00
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KH		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

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  
Past 30 Days, 15% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
G & D DIVERSIFIED, INC.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 24 PM 12:45**

Pursuant to the Florida General Corporation Act, these Articles of Incorporation provide that:

**ARTICLE ONE  
NAME**

The name of this corporation is G & D DIVERSIFIED, INC.. ("Corporation").

**ARTICLE TWO  
DURATION**

The period of its duration for this Corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

The purpose is to engage in any activities or business allowed under the laws of the United States and the State of Florida.

**ARTICLE FOUR  
CAPITAL STOCK**

The Corporation is authorized to issue one million (1,000,000) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire  
Mathis Law Firm, P.A.  
Studio Plaza Building  
5979 Vineland Road, Suite 300  
Orlando, Florida 32819

**ARTICLE SIX  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

Studio Plaza Building  
5979 Vineland Road, Suite 216  
Orlando, Florida 32819

**ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and address of the initial director of this Corporation is:

Davell Davis  
2743 Clear Cove Lane  
Orlando, Florida 32805

James M. Gilchrist  
1861 John Paul Jones Avenue  
Orlando, Florida 32813-8119

**ARTICLE EIGHT  
INCORPORATORS**

The names and address of the Incorporator signing these Articles of Incorporation is:

Jacinta M. Mathis, Esquire  
Studio Plaza Building  
5979 Vineland Road, Suite 216  
Orlando, Florida 32819

**ARTICLE NINE  
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN  
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE  
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN  
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN  
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN  
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

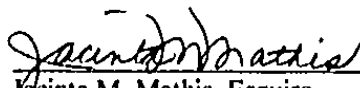
**ARTICLE SIXTEEN  
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN  
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 9th day of May 1995.

  
Jacinta M. Mathis, Esquire  
Incorporator

STATE OF FLORIDA   )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and she acknowledged to before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of May 1995.

  
NOTARY PUBLIC  
My Commission Expires:



MARY GRIFFIN  
My Commission CC365856  
Expires May, 21, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

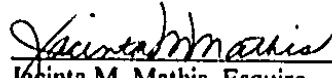
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY 24 PM 12:45

G & D DIVERSIFIED, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 216, Orlando, Florida 32819.

**ACKNOWLEDGMENT**

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 9th day of May, 1995.

  
Jacinta M. Mathis, Esquire  
Registered Agent