

P96000006317

WAYNE CARROLL
Attorney at Law

4010 Newberry Road, Suite A
Gainesville, Florida 32607

Telephone: 352-376-5575
Facsimile: 352-376-7241

January 12, 1996

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

Re: GYMCO A.L.G., Inc.

300001691223
-01/17/96--01107--019
****122.50 ****122.50

Gentlemen:

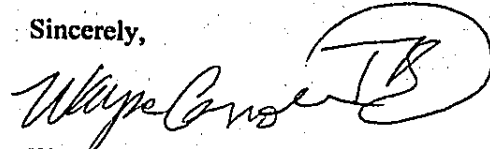
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,


Wayne Carroll

Enclosures (2)

96 JAN 17 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1-22-96

**ARTICLES OF INCORPORATION
OF
GYMCO A.L.G., Inc.**

The undersigned, acting as an incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - Name

The name of the corporation is: GYMCO A.L.G., Inc.

ARTICLE II - Principal Office and Mailing Address

The street address and mailing address of the principal office is: Route 1, Box 209, Alachua, Florida 32615.

ARTICLE III - Shares

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE IV - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting her to exercise her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V - Initial Registered Agent and Office

The name and street address of the initial registered agent and office are:

Larry R. Polk
Route 1, Box 209
Alachua, Florida 32615

FILED
JUL 17 AM 10:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Incorporator

The name and address of the Incorporator are:

Larry R. Polk
Route 1, Box 209
Alachua, Florida 32615

FILED
95 JAN 17 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII- Initial Directors

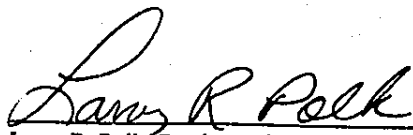
The name and address of the initial director of this corporation are:

Larry R. Polk
Route 1, Box 209
Alachua, Florida 32615

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation on January __, 1996.


Larry R. Polk, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Larry R. Polk, Registered Agent