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LAW OFFICE OF
JAMES A. SCOTT, JR., P.A.
4440 North Oceanshore Blvd., #109
Palm Coast, Florida 32137
(904) 445-7567
FAX (904) 445-6920

February 14, 1996

Secretary of State
Bureau of Corporations
State Capitol Building
Tallahassee, Florida 32304

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***122.50 ***122.50

Re: Gordi Enterprises, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for Gordi Enterprises, Inc. which we request that you approve and file. Also enclosed is a check in the amount of \$122.50 as the filing fee. Please return a certified copy of the Articles of Incorporation to my office after filing in the stamped envelope enclosed herein.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

James Allen Scott, Jr.

JAS:sk
Enc.

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96 FEB 19 AM 10:16
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GORDI ENTERPRISES, INC.

FILED

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TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of this corporation shall be GORDI ENTERPRISES, INC.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and to have outstanding at any one time shall be limited to two thousand shares of common stock.

ARTICLE III. TERM OF EXISTENCE

The existence of this corporation shall continue perpetually unless dissolved by law. The effective date of this corporation shall be the date of filing of these Articles with the Department of State of the State of Florida.

ARTICLE IV. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 1 Florida Park Drive South, Suite 324, Palm Coast, Florida 32137. The corporation designates Attorney JAMES ALLEN SCOTT, JR., located at 4440 North Oceanshore Boulevard, Suite 109, Palm Coast, Florida 32137 as its agent to accept service of process within the State, and said attorney's office shall be designated as the corporation's initial registered office.

ARTICLE V. DIRECTORS

Initially this corporation shall have no directors. The initial Shareholders of this corporation shall exercise the power and duties given to and required of directors in this State, including but not limited to the issuance of shares.

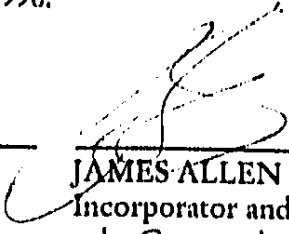
ARTICLE VI. TRANSFER OF INITIAL STOCK

Shares held by the initial Shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining initial Shareholders or to this corporation. The manner in which the price and terms at which, and the time within which, those shares may be offered and sold shall be specified in a written Shareholders Agreement executed by all of the initial Shareholders and this corporation.

The UNDERSIGNED, being the incorporator hereinafter named, for the purpose of forming a corporation to do business both within and without the State of Florida,

does make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and hereto sets his hand and seal this 4 day of February, 1996.


Witness


JAMES ALLEN SCOTT, JR.
Incorporator and Attorney for
the Corporation
4440 N. Oceanshore Blvd. #109
Palm Coast, FL 32137
(904) 445-7567

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for GORDI ENTERPRISES, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


JAMES ALLEN SCOTT, JR.
Registered Agent

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TALLAHASSEE, FLORIDA