

ALAN SILVERSTEIN

ATTORNEY AT LAW

11911 U.S. HIGHWAY ONE, SUITE 308
NORTH PALM BEACH, FLORIDA 33408

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P96000016374

February 12, 1996

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

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Re: G.F.C. BERLINE MOBIL, CORP.

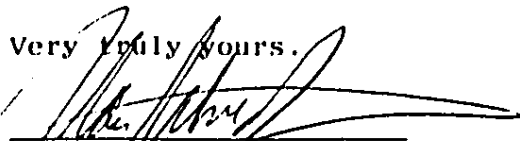
Gentlemen:

With regard to the above captioned corporation you will find enclosed the following:

1. Two duplicate originals of Articles.
2. My check in the amount of \$122.50

Please file and return to the undersigned 1 certified copy.

Very truly yours,


ALAN SILVERSTEIN

FILED
95 FEB 14 11 15 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

gave
original
date of
receipt as
file date
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2/22

ALAN SILVERSTEIN

ATTORNEY AT LAW

11911 U.S. HIGHWAY ONE, SUITE 308
NORTH PALM BEACH, FLORIDA 33408
(407) 881-9988
FAX: (407) 881-8070

February 20, 1996

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

Attention: Sharon Tala

Re: G.F.C. BEELINE MOBIL. CORP.
(G.F.C. BEELINE SERVICE CENTER, INC.)

Dear Ms. Tala:

This letter follows our conversation today regarding the above captioned matter.

I am enclosing an two duplicate original articles for G.F.C. BEELINE SERVICE CENTER, INC., to take the place of the articles for G.F.C. BEELINE MOBILE, CORP., that need to be returned to me. I believe you are holding my check which was going to be applied for the articles that you are going to return to me. Instead, please use that check for enclosed articles.

Thank you for your assistance in this matter.

Very truly yours,


ALAN SILVERSTEIN

ARTICLES OF INCORPORATION
OF
G.F.C. BEELINE SERVICE CENTER, INC.

FILED
96 FEB 14 11 00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED Incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: G.F.C. BEELINE SERVICE CENTER, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 14680, Park of Commerce Blvd., Jupiter, Florida 33478.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand shares of common stock, One dollar par value.

ARTICLE IV

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

ARTICLE V

The name and address of the initial registered agent is: ALAN SILVERSTEIN, 11911 US. Hwy One, Ste. 308, North Palm Beach, Florida 33408.

ARTICLE VI

The business purpose of the Corporation is to conduct any lawful business permitted and authorized by the State of Florida.

ARTICLE VII

The name and address of the Incorporators to these Articles of Incorporation is: GIOVANNI F. CIALLELLA, 14680 Park of Commerce Blvd., Jupiter, Florida 33478.


ARTICLE VIII

The corporation shall have no less than One Director. The name and address of the first member of the Board of Directors is: GIOVANNI F. CIALLELLA, 14680 Park of Commerce Blvd., Jupiter, Florida 33478.

ARTICLE IX

The corporation shall have a President and Secretary/Treasurer. The Initial President and Secretary/Treasurer shall be: GIOVANNI F. CIALLELLA, 14680 Park of Commerce Blvd., Jupiter, Florida 33478.

THE UNDERSIGNED has executed these Articles of Incorporation this 15 day of February 1996.


GIOVANNI F. CIALLELLA,
President and Incorporator

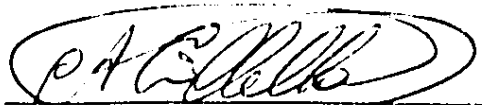
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: G.F.C. BEELINE SERVICE CENTER, INC.
2. The name and address of the registered agent and office is:

Alan Silverstein
11911 US Hwy One
North Palm Beach, Florida 33408



GIOVANNI P. CIALLELLA, President
and Incorporator

Dated this 15 day of February 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



ALAN SILVERSTEIN

Dated this 15 day of February 1996.

FILED
FEB 14 1996
TALLAHASSEE, FLORIDA