

P96000017461

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

52496

RE: Green Way Management, Inc.

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 \$ _____

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B		
Fictitious Name File		
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		

96 FEB 26 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

000001723158
-02/23/96-01091-098
****122.50 ****122.50

Wale - 4174
PK 2/26/96

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME 12 CK No. _____
BY _____

WALK-IN 2/23 2:00
Will Pick Up

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

96 FEB 23 PM 1:00
DIVISION OF CORPORATIONS

RECEIVED

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, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 23, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: GREEN WAY MANAGEMENT, INC.
Ref. Number: W96000004174

We have received your document for GREEN WAY MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00008073

RECEIVED
56 FEB 26 PM 1:41
DIVISION OF CORPORATIONS

CORRECTED

ARTICLES OF INCORPORATION
GREEN WAY MANAGEMENT, INC.

FILED
96 FEB 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GREEN WAY MANAGEMENT, INC. located at 2376 Lineberry Lane, Malabar, FL 32950.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 516 N. Harbor City Blvd., Melbourne, FL 32935, and the name of the initial registered agent of this corporation at that address is John R. Kancilia.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Paul W. Hurley, Sr.	3425 Corey Road Valkaria, FL 32905-4004
Charles R. Gill, Jr.	2376 Lineberry Lane Malabar, FL 32950-3447

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Gill, Jr.	2376 Lineberry Lane Malabar, FL 32950-3447

ARTICLE IX - BYLAWS

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

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all

of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

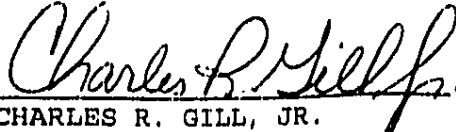
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of February, 1996.


CHARLES R. GILL, JR.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that GREEN WAY MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Malabar, County of Brevard, State of Florida, has named JOHN R. KANCILIA, located at 516 N. Harbor City Blvd., Melbourne, FL 32935, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

JOHN R. KANCILIA

FILED

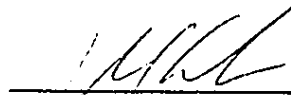
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TALLAHASSEE, FLORIDA

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comply with the provisions of said Act relative to keeping open
said office.


JOHN R. KANCILIA