

P96000018471  
MARK LEE SMITH, P.A.

Attorney at Law

February 12, 1996

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

IN RE: Our File No.: F-1465 *Gayco, Inc.*  
Name of Corporation: Gayco, Inc.  
Our Client: Gay Wiscombe

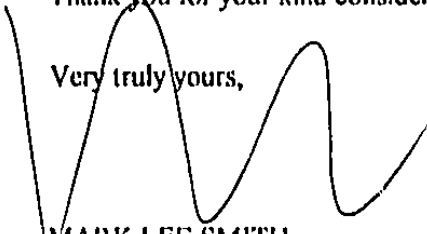
Dear Sir/Madam:

Please find enclosed our firm check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50), the original and one (1) copy of the Articles of Incorporation of Gayco, Inc., and a self addressed stamped envelope.

Please file these documents and forward a stamped copy to the undersigned in the attached envelope.

Thank you for your kind consideration.

Very truly yours,

  
MARK LEE SMITH  
for Mark Lee Smith, P.A.

MLS:amg  
Enclosure: As stated  
cc: Gay Wiscombe

FILED  
100 N. Palafox St.  
Pensacola, FL 32601  
Tel (904) 434-1000  
Fax (904) 434-8417  
3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-02/16/96--01011--014  
\*\*\*\*122.50 \*\*\*\*122.50

*w96-3855*  
*2/25/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 20, 1996

MARK LEE SMITH, ESQ.  
109 N PALAFOX ST  
PENSACOLA, FL 32501

SUBJECT: GAYCO, INC.  
Ref. Number: W96000003855

We have received your document for GAYCO, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

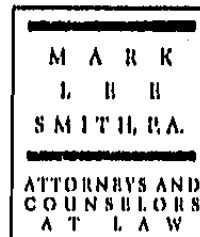
Pamela Hall  
Document Specialist

Letter Number: 096A00007405

RECEIVED  
FEB 21 1996  
DIVISION OF CORPORATIONS

MARK LEE SMITH  
CHRISTOPHER L. RADBY

ALSO ADMITTED TO PRACTICE IN ILLINOIS



PLEASE REPLY TO  
PENSACOLA  
FILE NO.

February 26, 1996

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

F-1465

IN RE: Gayneo, Inc.  
Reference No.: W96000003855

Dear Sir/Madam:

Pursuant to your letter dated February 20, 1996, please find enclosed an original and one (1) copy of the Articles of Incorporation with a new name on them.

Please take the necessary action to process this paperwork.

Thank you for your kind consideration.

Very truly yours,

MARK LEE SMITH  
for Mark Lee Smith, P.A.

MLS:amg  
Enclosures: As stated  
cc: Gay Wiscombe

PENSACOLA OFFICE  
109 N. PALAFOX STREET  
PENSACOLA, FLORIDA 32501

MILTON OFFICE  
104 WILLING STREET  
MILTON, FLORIDA 32570

TELEPHONE (904) 469-1677  
FACSIMILE (904) 434-8417

ARTICLES OF INCORPORATION  
OF  
GAYACO, INC.

**FILED**  
96 FEB 28 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be **GAYACO, INC.**

ARTICLE II

The existence of the corporation shall begin on the date these Articles of Incorporation are accepted by the Florida Secretary of State's Office.

ARTICLE III

The address of the principal office of the Corporation is 1030 Jo Jo Road, Pensacola, Florida 32514.

ARTICLE IV:

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000.00) shares at \$0.01 cents par value all of which will be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1030 Jo Jo Road, Pensacola, Florida 32514. The initial registered agent for the Corporation at that address is Gay Wiscombe.

ARTICLE VI

The initial board of directors shall consist of 1 member. The name and address of the persons who will serve on the initial Board of Director is:

Name	Address
Gay Wiscombe	1030 Jo Jo Road, Pensacola, FL 32514

ARTICLE VII

The names and street addresses of the person(s) signing these Articles of Incorporation is:

Name	Address
Gay Wiscombe	1030 Jo Jo Road, Pensacola, FL 32514

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law if the Corporation believes that it is in its best interest to do so. Indemnification may be made and may be revoked by regular or special meeting of the Board of Directors, in their sole discretion.

#### ARTICLE IX

All issued shares of stock in this Corporation are subject to certain rights of redemption and other transfer restrictions. Shares of stock of this Corporation may only be exchanged or sold in accordance with the restrictions placed on said shares and in accordance with a certain Redemption Agreement. Any inquiring party should contact the President of the Corporation or the Board of Directors of the Corporation for more information concerning restrictions on sale and transfer of stock of the Corporation.

#### ARTICLE X

This Corporation shall have all powers bestowed upon it under Florida law and in accordance with Florida Statute, Chapter 607, as may be amended from time to time.

#### ARTICLE XI

This Corporation is authorized to do business anywhere in the world.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of

Incorporation this 27<sup>th</sup> day of February, 1996.

Gay C. Wiscombe  
GAY WISCOMBE

ACCEPTANCE OF REGISTERED AGENT

**FILED**

96 FEB 28 PM 3:51

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Gay A. Wiscombe*  
GAY WISCOMBE

DATE: 2/26/96

\_\_\_\_\_  
CORPORATE SEAL.