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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GALE PACIFIC, INC.**

The undersigned, acting as incorporator of Gale Pacific, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Gale Pacific, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

130 South Orange Avenue
Orlando, Florida 32801

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced

This instrument prepared by:
Louis T. M. Conti, Florida Bar No. 346608
Holland & Knight, Post Office Box 1526
Orlando, Florida 32802 407 / 425-8500

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by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Gary Gale	130 South Orange Avenue Orlando, Florida 32801
Harry Gale	130 South Orange Avenue Orlando, Florida 32801
Gracie Pope	130 South Orange Avenue Orlando, Florida 32801
Barbara Gale	130 South Orange Avenue Orlando, Florida 32801

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Louis T. M. Conti	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

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The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 1996.



Louis M. Conti
Incorporator

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Gale Pacific, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 130 South Orange Avenue, Orlando, Florida 32801, has named Intrastate Registered Agent Corporation, located at 701 Brickell Avenue, Suite 3000, Miami, Florida, County of Dade, State of Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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 obligations of my position as registered agent.

DATED: April 15, 1996

**INTRASTATE REGISTERED AGENT
CORPORATION**

By:

Louis T. Conti, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF GALE PACIFIC, L.C.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Gary S. Gale, a Member and duly authorized representative of GALE PACIFIC, L.C., a Florida limited liability corporation, who, upon being duly sworn, certified as follows:

1. Gale Pacific, L.C. was dissolved on April 15, 1996.
2. Gale Pacific, L.C. has no intention of revoking its dissolution.
3. Gale Pacific, L.C. hereby releases its name for use by Gale Pacific, Inc.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



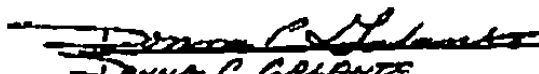
Gary S. Gale

Date: 4/15/96

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CLERK OF STATE
ALBANY, ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Gary S. Gale, a Member and duly authorized representative of GALE PACIFIC, L.C., known to me and known by me to be the person who executed the foregoing Affidavit of GALE PACIFIC, L.C., and he acknowledged to me and before me that he executed this Affidavit as a Member and duly authorized representative of GALE PACIFIC, L.C., a Florida limited liability corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 15 day of APRIL, 1996.

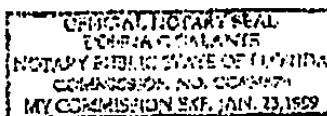


Notary Public
State of Florida at Large

My Commission Expires:

(NOTARIAL SEAL)

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