

GULFSTREAM ASSOCIATES, INC.

10777 57th Pl. S. • Lake Worth, FL 33467
Palm Beach (407) 641-6944 • Fax : (407) 641-6944

P96000035993

04/08/96

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

RECEIVED
04/16/96 -- 01021 -- 010
*****70.00 *****70.00

Re: Gulfstream Associates, Inc.

To Whom it May Concern,

Enclosed is two originals of the articles of incorporation and our check for \$70.00.

From:

C. Sheldon Upthegrove
10777 57th Pl. S.
Lake Worth, FL 33467
(407) 641-6944

RECEIVED
96 APR 25 PM 1:08
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

Sincerely,

C. Sheldon Upthegrove
President, Gulfstream Associates

APR 17 1996 BSB

615
W96-8267



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1996

C. SHELDON UPTHEGROVE
10777 57TH PLACE SOUTH
LAKE WORTH, FL 33467

SUBJECT: GULFSTREAM ASSOCIATES, INC.
Ref. Number: W96000008267

We have received your document for GULFSTREAM ASSOCIATES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00017901

ARTICLES OF INCORPORATION

OF

GULFSTREAM ASSOCIATES, INC.

FILED
96 APR 25 PM 1:00
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name and address of this corporation shall be:

**GULFSTREAM ASSOCIATES, INC.
10777 57TH Place South
Lake Worth, FL 33467**

ARTICLE II

Number of Shares Issued

The total number of shares Gulfstream Associates, Inc. is allowed to issue shall be 1,000,000 shares of Stock. If at any time, the individual share price of said stock exceeds \$100.00, and if in the judgment of the officers of the corporation, it is advantageous to do so, they may issue a two for one split of the stock. If at any time, the share price of said stock falls below \$1.00, and if in the judgment of the officers of the corporation, it is advantageous to do so, they may issue a reverse two for one split of the stock.

ARTICLE III

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the business purposes for which this corporation is organized.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its business purposes.

(c) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation under the laws of the United States, and/or the State of Florida.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to its shareholders, or upon their approval, to charitable, religious, or educational organizations which then would qualify under the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder.

ARTICLE IV

Term of Existence

The term for which this corporation is to exist shall be perpetual .

ARTICLE V

Registered Agent and Registered Office

The initial registered agent of this corporation shall be:

C. Sheldon Upthegrove

and the initial registered office of this corporation shall be:

10777 57th Pl. S.,
Lake Worth, FL 33467.

This Corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VI

Subscriber

The name and address of the subscribers to these Articles of Incorporation are:

C. Sheldon Upthegrove 10777 57th Pl. S., Lake Worth, FL 33467

Mary J. Upthegrove 10777 57th Pl. S., Lake Worth, FL 33467

ARTICLE VII

Officers

The affairs of this corporation shall be managed by the President, Vice President, and Secretary Treasurer, who shall be elected by the shareholders of this corporation as provided in the By-Laws. The officers thus to be elected shall be a president, vice-president, a secretary, and a treasurer, and such other officers as may

be provided for in the By-Laws of this corporation. One person may hold the multiple offices, such as vice-president/Sec.-treasurer. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the By-Laws. Meetings of the board may be held within or without the State of Florida.

ARTICLE VIII

By-Laws

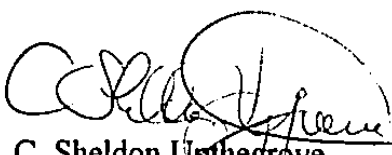
The By-Laws of this corporation may be made, altered, amended or repealed and new By-Laws may be adopted from time to time by a majority vote of the Trustees of this corporation.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been duly given in writing by mail to each member prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the members present at such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 9 day of April, 1996.


C. Sheldon Upthegrove
President

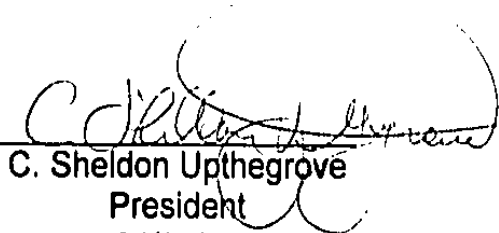

Mary J. Upthegrove
Sec-Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

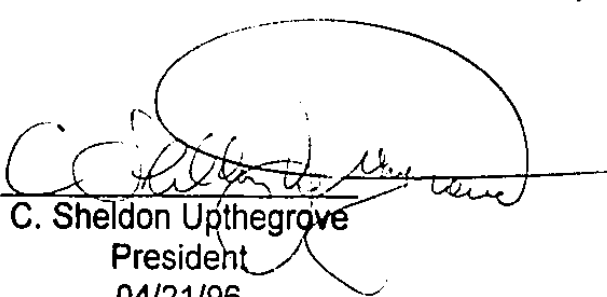
1. The name of the corporation is: Gulfstream Associates, Inc.
2. The name and address of the registered agent and office is:

C. Sheldon Upthegrove
10777 57th Pl. S.
Lake Worth, FL 33467
(407) 641-6944


C. Sheldon Upthegrove
President
04/21/96

FILED
25 APR 25 PM 1:08
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE AND CONSENT TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


C. Sheldon Upthegrove
President
04/21/96