

1201 HAYS STREET
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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032
REFERENCE : 974941 4342770
AUTHORIZATION :
COST LIMIT : \$ PREPAID

95 JUN -4 PM 2:31
RECEIVED
DIVISION OF CORPORATION

ORDER DATE : June 4, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 974941

CUSTOMER NO. 4342770

CUSTOMER: Stephen R. Dye, Esq
DYE & SCOTT

95 JUN -4 PM 11:26
RECEIVED
DIVISION OF CORPORATION

P.O. Box 9480

Bradenton, FL 34206

DOMESTIC FILING

NAME: GNS ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

613-671
W96-11792

cf 6/5/96

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

111 THIRD AVENUE WEST

SUITE 300

BRADENTON, FLORIDA 34205

PHONE (941) 748-4411

TELECOPIER (941) 748-1573

ROBERT L. SCOTT
PATRICIA A. PRITCHETT
STEPHEN R. DYE
D. ROBERT HOYLE

DEWEY A. DYE, JR., RETIRED

PLEASE DIRECT TO:
R.O. DRAWER 9400
BRADENTON, FLORIDA 34201

June 3, 1996

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: GNS Enterprises, Inc., a Florida corporation

Gentlemen:

Enclosed please find original and one copy of Article of Incorporation and check in the amount of \$122.50 to cover the following: \$35.00 filing fee, \$52.50 certified copy, and \$35.00 for registered agent regarding the above.

Please return the certified copy to the undersigned at the above address. Thank for your cooperation.

Very truly yours,


Stephen R. Dye

SRD/dal

Enclosures

FILED
SECRETARY OF STATE
CORPORATE REGISTRATIONS
95 JUN -4 PM 2:31



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

SECRET
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

96 JUN -4 PM 2:31

June 4, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GNS ENTERPRISES, INC.
Ref. Number: W96000011792

We have received your document for GNS ENTERPRISES, 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 person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 196A00027891

RESUBMIT

Please give original
submission date as file date.

RECEIVED
96 JUN -5 AM 11:33
DIVISION OF CORPORATIONS

EFFECTIVE DATE

10/3/96

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 JUN -6 PM 2:31

The undersigned, George Sarterides, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

GNS ENTERPRISES, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 1111 Third Ave. West, Suite 300, Bradenton, FL 34205. The mailing address of the corporation is 1111 Third Avenue West, Suite 300, Bradenton, FL 34205. The name of this corporation's initial registered agent at such address is Stephen R. Dye. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one. The Board of Directors shall consist of not less than one nor more than five members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two persons. The name and address of the members of the initial Board of Directors is as follows:


George Serteridos
5 South Boulevard of the Presidents
St. Armands Circle
Sarasota, FL 34236

ARTICLE VIII

The name and address of the incorporator is as follows:

George Serteridos
5 South Boulevard of the Presidents
St. Armands Circle
Sarasota, FL 34236

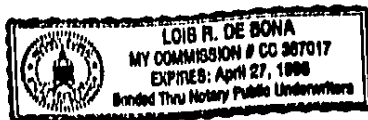
IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he/she is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 3 day of June, 1996.

 (SEAL)
Stephen R. Dye

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3 day
of June, 1996, by Stephen R. Dye, who is personally known to
me or who has produced _____ as
identification and who did not take an oath.

Lois R. DeBona
Name: _____
Notary Public
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I HEREBY CERTIFY that I am familiar with and accept the
duties and responsibilities as registered agent for GNS ENTERPRISES,
INC.



Stephen R. Dye
Registered Agent