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Law Offices  
of  
**GONANO & HARRELL**

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December 2, 1996

FEDERAL EXPRESS

Ms. Eddy Harlee  
Landers & Parsons  
310 West College Avenue  
Tallahassee, FL 32302

100002018311-6  
-12/03/96--01129--004  
\*\*\*\*245.00 \*\*\*\*122.50

Re: Articles of Incorporation of Equimax Corporation and Gambol, Inc.

Our File Nos. 519-028 and 029

Dear Ms. Harlee:

Enclosed are the original and copy of articles of incorporation for Equimax Corporation and for Gambol, Inc. Please walk them through the Secretary of State's Office for filing. Also enclosed is our firm check in the amount of \$245.00 for the filing fees. I have enclosed a return Federal Express label for your convenience for return of the certified copies of articles. Upon submission of your statement for services, immediate payment will be made. Thank you for your continued assistance, and please let me know if you need anything further.

Sincerely,

*Valerie Canant*

Valerie M. Canant  
Secretary to Mr. Harrell

Enclosures

RECEIVED  
96DEC-3 4:11:52  
DIVISION OF CORPORATION  
FILED  
SECRETARY OF STATE  
96 DEC -3 PM 1:07

*Call Eddy at 681-0311*

D. BROWN, DEC - 3 1996

**ARTICLES OF INCORPORATION OF EQUIMAX CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -3 PM 1:07

**ARTICLE I. NAME**

The name of the corporation is **EQUIMAX CORPORATION**.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
19050 Glades Road, Port St. Lucie, FL 34987.

**ARTICLE III. DURATION**

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of Florida, unless sooner dissolved according to law.

**ARTICLE IV. PURPOSE**

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Section 607.011, Florida Statutes.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of Fifty Cent (\$0.50) par value common stock, which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned, and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor

of the corporation upon all of its capital stock for any indebtedness that may at any time be due by the holder of the same unto the corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 19050 Glades Road, Port St. Lucie, FL 34987. The name of the initial Registered Agent of this corporation at that address is JOHN J. WILSON.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time by amending the bylaws to reflect the same but shall never be less than one (1). The name and address of the initial Director of this corporation are:

JOHN J. WILSON  
19050 Glades Road  
Port St. Lucie, FL 34987

#### **ARTICLE VIII. INDEMNIFICATION OF DIRECTORS**

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or

proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was lawful.

B. The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually paid and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any 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 person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### **ARTICLE IX. INCORPORATOR**

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

JOHN J. WILSON  
19050 Glades Road  
Port St. Lucie, FL 34987

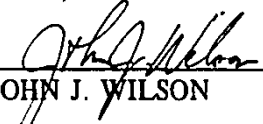
**ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested solely in the Board of Directors.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 1st day of December, 1996.

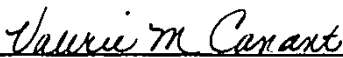
  
\_\_\_\_\_  
JOHN J. WILSON

\* \* \*

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 1st day of December, 1996, by JOHN J. WILSON, as President of EQUIMAX CORPORATION, on behalf of the corporation. He ☒ is personally known to me, or ☐ has produced \_\_\_\_\_ as identification and ☐ did ☐ did not take an oath.

[Notary Seal]

  
\_\_\_\_\_  
Valerie M. Canant  
Notary Public-State of Florida  
My commission expires



VALERIE M. CANANT  
MY COMMISSION # CC435617 EXPIRES  
April 4, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -3 PM 1:07

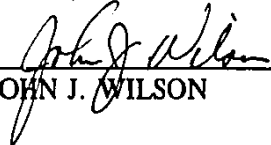
### DESIGNATION OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.901, Florida Statutes, the following is submitted:

That EQUIMAX CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in St. Lucie, St. Lucie County, Florida, has named JOHN J. WILSON, as its agent to accept service of process within Florida.

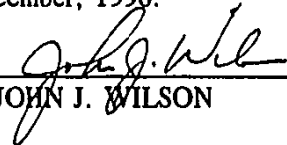
DATED this 1st day of December, 1996.

  
\_\_\_\_\_  
JOHN J. WILSON

### ACCEPTANCE

HAVING BEEN named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree 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.

DATED this 1st day of December, 1996.

  
\_\_\_\_\_  
JOHN J. WILSON