

P96000101028



PROFESSIONAL FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 187427 155222A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 13, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 187427-010

CUSTOMER NO: 155222A

CUSTOMER: Adron Walker, Esq
BARNES WALKER, CHARTERED

3119 Manatee Avenue, West

Bradenton, FL 34205

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-12/13/96--01047--022
*****70.00 *****70.00

File second

DOMESTIC FILING

NAME: GU FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
DEC 13 1996
11:11 AM

TH
12-16-96

ASSIGNMENT OF, TERMINATION AND RELEASE OF RIGHTS TO,
AND CONSENT TO USE OF CORPORATE NAME

FILED
96 DEC 13 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS ASSIGNMENT is made this 12th day of December, 1996, by GU Florida, Inc., a Florida corporation, and Peter Haslauer, as sole shareholder thereof (hereinafter "Assignors") to Adron H. Walker (hereinafter "Assignee").

WITNESSETH:

FOR VALUE RECEIVED, Assignors hereby assign and transfer and simultaneously terminate and release, to Assignee, all of their right, title, and interest in the name GU Florida, Inc., and hereby consent to Assignee using this name as the name of Assignee's corporation effective immediately.

IN WITNESS WHEREOF, the parties have hereto executed, or caused to be executed, this Assignment and consent on the day, month, and year first above written.

WITNESSES:

Adron H. Walker
Adron H. Walker

[Signature]
Garick Swan

GU Florida, Inc.

By:

Peter Haslauer
Peter Haslauer, President

Peter Haslauer
Peter Haslauer, Individually

**ARTICLES OF INCORPORATION
OF
GU FLORIDA, INC.**

FILED
96 DEC 13 PM 4:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: GU Florida, Inc., and its initial mailing address shall be: 1605 W. University Parkway, Sarasota, Florida 34243. The initial address of the Corporation's principal office shall be: 1605 W. University Parkway, Sarasota, Florida 34243.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is Adron H. Walker, and the street address of the initial registered office of this Corporation is 3119 Manatee Avenue W., Bradenton, FL 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is:

Adron H. Walker
3119 Manatee Avenue W.
Bradenton, FL 34205

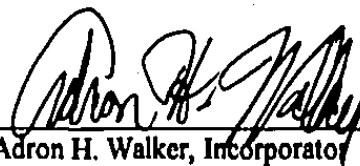
FILED
96 DEC 13 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

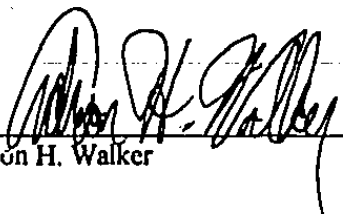
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing.


Adron H. Walker, Incorporator (SEAL)

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.


Adron H. Walker