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1201 W. S. STREET

TALLAHASSEE, FL 32302

904-222-1171

904-222-1193 FAX



PROFESSIONAL  
LEGAL & 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

800002028738--1  
-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  
96 DEC 13 PM 12:11  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

*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


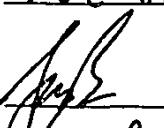
THIS ASSIGNMENT is made this 12<sup>th</sup> day of December, 1996, by GU Florida, Inc., a Florida corporation, and Peter Haslauer, as sole shareholder thereof (hereinafter "Assignors") to Adron H. Walker (hereinafter "Assignee").

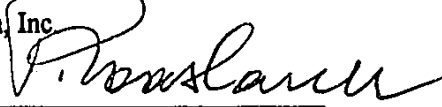

WITNESSETH:

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  
  
Garret Swan

GU Florida, Inc.  
By:   
Peter Haslauer, President  
  
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:

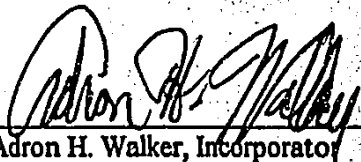
Adron H. Walker  
3119 Manatee Avenue W.  
Bradenton, FL 34205

#### ARTICLE VII

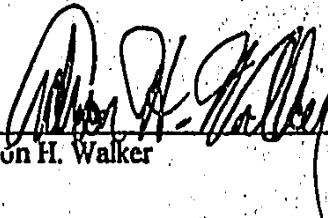
These Articles of Incorporation may be amended in the manner provided by law.

#### 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

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