



SEAMARK FINANCIAL PLANNING CORP.

1140 MAGNOLIA AVE.

PANAMA CITY, FL 32401

(904) 763-9996

P960000101260

DATE 11/26/96

TO DEPT. OF STATE/DIV. OF CORP.

P.O. BOX 6327

TALLAHASSEE, FLA. 32314

SUBJECT INCORPORATION OF
NEW BUSINESS

EFFECTIVE DATE
12-1-96

FILED
NOV 21 11:05 AM '96
TALLAHASSEE, FLORIDA

PLEASE FILE THE ATTACHED ARTICLES OF
INCORPORATION FOR "G & M Enterprises, Inc."
AND RETURN THE ATTACHED PHOTOCOPY STAMPED
FILED EFFECTIVE DECEMBER 1, 1996 TO ME
AT THE ADDRESS BELOW. I HAVE ATTACHED A \$70.00
CHECK PAYABLE TO YOUR OFFICE FOR FILING FEES.

JO ANN M. CAIN

204 CASCADE ST.

PANAMA CITY, FL. 32405

(904) 763-9996

SIGNED

Jo Ann M. Cain

100002016141--9

-11/27/96--01077--007

*****70.00 *****70.00

JMC
12/16/96



FLORIDA DEPARTMENT OF STATE
Sandra L. Mortham
Secretary of State

December 4, 1996

JOANN M. CAIN
204 CASCADE STREET
PANAMA CITY, FL 32405

SUBJECT: G&M ENTERPRISES, INC.
Ref. Number: W96000025366

We have received your document for G&M ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of December 1, 1996 must be stated in the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 096A00054374

All corporations formed in 1996 will be required to file an annual report between January 1 and May 1 of 1997. The annual report fee is \$165.

You can delay the effective date of your corporation and the filing of the first annual report by adding, in the articles of incorporation, an effective date of January 1, 1997 or later.

1140 Magnolia Ave.
Panama City, FL 32401
(904) 763-9996
FAX: (904) 769-5071



Michael M. Cain
MBA, CLU, ChFC
Jo Ann M. Cain
CFP

FINANCIAL PLANNING CORP.

Accounting • Business & Personal Financial Planning • Estate & Income Tax Strategy • Insurance • Investment Planning
Medical & Professional Practice Consulting • Pension Administration & Retirement Analysis

December 9, 1996

Doris McDuffie
Division of Corporations
Box 6327
Tallahassee, Florida 32314

Re: G&M Enterprises, Inc.
Reference number W96000025366

Dear Ms. McDuffie:

Attached are two copies of the corrected Articles together with your letter.

The effective date has been included in Article II. The statement of principal office address and that it is the same as the registered office is covered in Article V.

Thank you for your assistance. Please return the second copy stamped as originally requested. If you have any questions please call.

Sincerely,


Michael M. Cain

MMC:cd

ARTICLES OF INCORPORATION
OF
G&M ENTERPRISES, INC.

FILED
96 NOV 21 AM 10:06
STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be G&M Enterprises, Inc.

EFFECTIVE DATE

12-1-96

ARTICLE II

This corporation shall be effective December 1, 1996 and shall have perpetual existence.

ARTICLE III

The primary purpose of this corporation shall be to engage in the business of representing manufacturers in the distribution of industrial supplies and equipment to distributors and the general public and for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

The amount of capital stock authorized shall be one thousand shares of common stock having a par value of One Dollar (\$1.00) per share, making a total authorized capital stock of One Thousand Dollars (\$1,000.00).

ARTICLE V

The corporation's principal office shall be 204 Cascade Street, Panama City, Florida. The street address of the corporation's initial registered office is the same. The name of the corporation's initial registered agent at such address is Jo Ann M. Cain.

ARTICLE VI

The amount of capital with which this corporation shall begin its business ventures is not less than One Hundred Dollars (\$100.00).

ARTICLE VIII

The management of the corporate affairs of this corporation shall be managed by a Board of Directors, of not less than two (2) and no more than five (5). The initial four Board of Directors will be MICHAEL M. CAIN, 204 Cascade Street, Panama City, Florida, 32405, JO ANN M. CAIN, 204 Cascade Street, Panama City, Florida, 32405, GLENN D. MCDONALD, 10030 Kleppel Road, Tomball, Texas, 77375, and JOAN M. MCDONALD, 10030 Kleppel, Tomball, Texas, 77375.

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is as follows: Jo Ann M. Cain, 204 Cascade Street, Panama City, Florida, 32405.

ARTICLE IX

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed this the articles of incorporation at Panama City, Florida, for the uses and purposes herein expressed this 26th day of November 1996.

Jo Ann M. Cain
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared Jo Ann M. Cain, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Panama City, Bay County, Florida, this 26th day of November, 1996.

Charity Dobuler
NOTARY PUBLIC
My Commission Expires:

CHARITY DOBULER
Notary Public - State of Florida
My Commission Expires May 9, 1999
Commission No. CC 461855

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That G&M Enterprises, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Panama City, County of Bay, State of Florida, has named JO ANN M. CAIN, located at 204 Cascade Street, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

BY: Jo Ann M Cain

11-26-96
Dated

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Jo Ann M Cain
Jo Ann M. Cain

STATE OF FLORIDA
COUNTY OF BAY

SWORN TO AND SUBSCRIBED before me this 26th day of November, 1996.

Charity Dobuler
NOTARY PUBLIC

My Commission Expires:

CHARITY DOBULER
Notary Public - State of Florida
My Commission Expires May 9, 1999
Commission No. CG 461855