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February 11, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

PA970000015262

RE: Gallauer • McGain, Inc.

Dear Gentlemen:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation;  
Check in the amount of \$122.50;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,

  
Gregory H. Fisher

GHF:ah  
Enclosure  
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9 FEB 13 AM 8:14  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
GALLAUER • McCAIN, INC.

FILED  
97 FEB 13 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is GALLAUER • McCAIN, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 7500 shares of one class of voting stock, each share of which shall have a par value of \$1.00 per share.

ARTICLE V

ADDRESS

The initial registered office of this corporation is 170 - 47th Avenue Northeast, St. Petersburg, Florida 33703. The principal office and the name of the initial registered agent at such address is 170 - 47th Avenue Northeast, St. Petersburg, Florida 33703. The principal office of the corporation is 170 - 47th Avenue Northeast, St. Petersburg, Florida 33703.

## ARTICLE VI

### CAPITALIZATION

The amount of capital with which the corporation shall begin business shall be \$1,000.00.

## ARTICLE VII

### DIRECTORS AND OFFICERS

The number of directors of the corporation shall be two in number which may be increased by vote of the shareholders but shall never be less than one nor more than five. The name and address of each person who is to serve as a member of the Board of Directors and/or an officer and the number of shares subscribed by each, as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

President and Director:	Hans Gallauer	500 shares
Vice President:	Hans Gallauer	
Secretary and Director:	David McCain	500 shares
Treasurer:	David McCain	

## ARTICLE VIII

### SUBSCRIBERS

The names and address of the incorporators of this corporation is as follows:

Hans Gallauer  
1600 Pennsylvania Avenue Northeast  
St. Petersburg, Florida 33703

David McCain  
7969 Idlewild Lane  
Largo, Florida 33777

## ARTICLE IX

### BY-LAWS


The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 5 day of February, A.D., 1997.

  
HANS GALLAUER

  
DAVID MCCAIN

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before my personally appeared David McCain  who produced the following type of identification: Fla Drivers License, or to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 5 day of February, A.D., 1997.

My Commission Expires:



  
Notary Public  
State of Florida

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

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

That GALLAUER • McCAIN, 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 St. Petersburg, County of Pinellas, State of Florida has named David McCain, 170 47th Avenue Northeast, City of St. Petersburg, County of Pinellas, State of Florida, 33703, as its agent to accept process within this state.

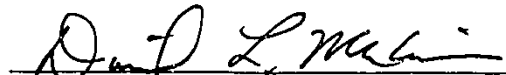


HANS GALLAUER  
President

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97 FEB 13 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

  
DAVID McCAIN