

P97000021599



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 286882 4306424

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : March 10, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 286882-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: GTC, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

K.R.

MAR 10 1997

FILED
97 MAR 10 PM 2:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 MAR 10 AM 10:15
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1996

CSC NETWORKS

The name GTC, INC. has been reserved for 120 days beginning November 14, 1996. The reservation number is R96000005404 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 996A00051906

**ARTICLES OF INCORPORATION
OF
GTC, INC.**

FILED
97 MAR 10 PM 2:14
SEC. TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is GTC, Inc., (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Blvd, Suite 4100, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is James E. Morgan, III.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is P.O. Box 1007, 502 5th Street, Port St. Joe, Florida 32456.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation are as follows:

John M. Lewis
P.O. Box 1007
502 5th Street
Port St. Joe, Florida 32456

John H. Vaughan
P.O. Box 1007
502 5th Street
Port St. Joe, Florida 32456

Robert V. DiPauli
P.O. Box 1007
502 5th Street
Port St. Joe, Florida 32456

ARTICLE VII - INCORPORATOR

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

James E. Morgan, III
200 South Biscayne Blvd., Suite 4100
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of March, 1997.



James E. Morgan, III, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That GTC, Inc., desiring to organize under the laws of the State of Florida, has named James E. Morgan, III, located at 200 South Biscayne Blvd., Miami, FL 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 7th day of March, 1997.


James E. Morgan, III
Registered Agent

MIA9510/138077-1

FILED
97 MAR 10 PM 2:14
STATE
TALLAHASSEE, FLORIDA