

**P97000029163**

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

No 53711

RE: GelPros, Inc

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 97 APR - 1 AM 10:39  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

K.R. APR - 1 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 4/1 12.00

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
<input checked="" type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( )	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( ) pgs.	_____	_____

800002129854--8  
 -04/01/97-01013-024  
 \*\*\*\*122.50 \*\*\*\*122.50

SUBTOTALS \_\_\_\_\_

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

RECEIVED  
 97 APR - 1 AM 9:59  
 DIVISION OF CORPORATIONS

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from \_\_\_\_\_  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**GelPros, Inc.**

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97 APR -1 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be GelPros, Inc. The mailing address of the principal office of the Corporation shall be, 399 Interstate Boulevard, Sarasota, Florida 34230, and the mailing address of the corporation is the same.

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having \$1.00 par value.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

NAME	ADDRESS
JOHN N. FAY	1120 Boca Ciega Isle St. Pete Beach, FL 33706
CHERYL A. FAY	1120 Boca Ciega Isle St. Pete Beach, FL 33706

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than two (2).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

#### ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 399 Interstate Boulevard, Sarasota, Florida 34240.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN N. FAY.

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
G. JOSEPH HARRISON	Post Office Box 400 Bradenton, Florida 34206

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 26 day of March, 1997.

G. Joseph Harrison  
G. JOSEPH HARRISON

STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared G. JOSEPH HARRISON, to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

who is personally known to me,  
 who produced \_\_\_\_\_ as  
identification.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of March, 1997

Geraldean Poe Bozza  
Signature

Printed Name  
Notary Public-State of Florida  
Commission No. \_\_\_\_\_

My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for  
GelPros, Inc. as stated in these Articles of Incorporation.



REGISTERED AGENT

FILED  
97 APR - 1 AM 10: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

: rwp51 \ Corp