CAPITAL CONNECTION, INC.
117 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

P97000030110

___ of ___ No

RE: Gibraltar Holdings Inc.

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To Us via ________ Return via ________

Matter No.: ________ Express Mail No. ________

State Fee $ ________ Out $ ________

		C.C. FEE.	DISBU
	Capital Express™		
	Art. of Inc. File		
	Corp. Record Search		
	Ltd. Partnership File		
	Foreign Corp. File		
	L.P. Cert. Copy		
	Art. of Amend. File		
	Dissolution/Withdrawal		
	C U S.		
	Fictitious Name File		
	Name Reservation		
	Annual Report/Reinstatement		
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record		
	Document Retrieval		
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	___ File No.'s, ___ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		

-04/03/97--01082--003
*****70.00 *****70.00

97 APR -2 PM 4:53

SUBTOTALS

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

4/2

	REQUEST TAKEN	CONFIRMED	APPROVED
DATE	4/2/97		
TIME			ck No.
BY			

WALK IN
Will Pick Up ______

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

GIBRALTAR HOLDINGS INC.

FILED
97 APR -2 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **GIBRALTAR HOLDINGS INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 35111 U.S. Highway 19 No., Suite 302, Palm Harbor, FL 34684.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares having a par value of ($.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is H. James Lentz, c/o Lentz & Fair, P.A., 35111 U.S. Hwy 19 No, Suite 302, Palm Harbor, FL 34684.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

The undersigned has executed these Articles of Incorporation this 2nd day of April 1997.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"

Crystal Dugger
____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GIBRALTAR HOLDINGS INC.

2. The name and street address of the registered agent and office is: H. James Lentz c/o Lentz & Fair, P.A.

35111 U.S. Hwy. 19 No. Suite 302, Palm Harbor, FL 34684

97 APR 12 PM 4:53

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.