

ARTICLES OF INCORPORATION
OF
GIBRALTAR HOLDINGS INC.

FILED
97 APR -2 PM 4:53
STATE
OFFICE OF
TALLAHASSEE

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

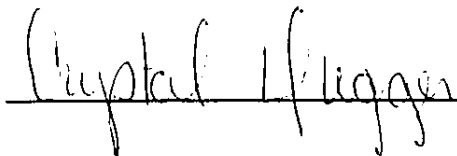
The name and address of the initial registered agent is H. James Lentz, c/o Lentz & Fair, P.A., 35111 U.S. Hwy 19 No, Suite 302, Palm Harbor, FL 34684.

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"

_____

**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
STATE OF FLORIDA
TALLAHASSEE

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.