

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

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 \$ _____

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

WALK-IN
WILL Pick Up _____

№ 53748

RE: *G. T. Walker*
Capital Connection

	C.C. FEE.	DISBURSED
Capital Express™		
Inc. File		
Corp Record Search		
Partnership File		
Foreign Corp File		
(Cert. Copy(s))		
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.		
SUBTOTALS		
FEE.....	\$ PH	PAID
DISBURSED.....	\$ 3	
SURCHARGE.....	\$ 0	
TAX on corporate supplies.....	\$	
SUBTOTAL.....	\$	
PREPAID.....	\$	
BALANCE DUE.....	\$	

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, 10% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
G. T. HOLDING OF SOUTHWEST
FLORIDA CORP.

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

97 APR -9 PH 4:43
SOLICITORY STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
4-3-97

ARTICLE I.
CORPORATE NAME
The name of this corporation is G. T. HOLDING OF SOUTHWEST FLORIDA, CORP.

ARTICLE II.
ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 176 St. James Way, Naples, Florida 34104 and the mailing address of the Corporation is the same.

ARTICLE III.
DURATION

The corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles or upon filing.

ARTICLE IV.
PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V.
NUMBER AND CLASS OF STOCK

The corporation is authorized to issue one class of stock which shall consist of 7,500 shares of \$1.00 par value common stock.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2640 Golden Gate Parkway, Suite 206, Naples, Florida 34105, and the name of the initial registered agent of the corporation at that address is Donald K. Ross, Jr. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of the corporation is:

Name	Address
John Gardner	176 St. James Way Naples, Florida 34104

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Name	Address
Donald K. Ross, Jr.	2640 Golden Gate Parkway Suite 206 Naples, Florida 34105

ARTICLE IX.

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

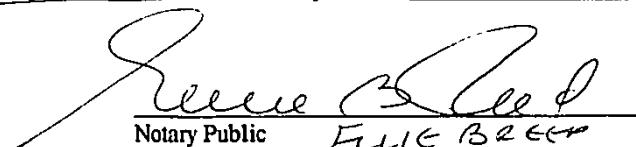
3 IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of April, 1997.

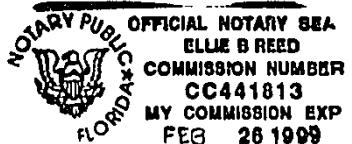

Donald K. Ross, Jr.

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3 day of April, 1997, by Donald K. Ross Jr., who is personally known to me or who has produced _____ as identification.


Notary Public Ellie B. Reed
Typed Name:
My Commission Number is:
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED 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 corporations is: G. T. HOLDING OF SOUTHWEST FLORIDA,
CORP.

2. The Name and address of the registered agent and office is:

Donald K. Ross, Jr.
2640 Golden Gate Parkway, Suite 206
Naples, Florida 34105

ACCEPTANCE

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.

By: 
Donald K. Ross, Jr.

4/3/97

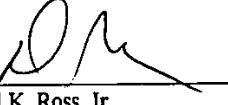
ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF

G. T. HOLDING OF SOUTHWEST FLORIDA, CORP.

Donald K. Ross, Jr., as sole incorporator of G. T. HOLDING OF SOUTHWEST FLORIDA, CORP. Florida corporation, for value received, hereby assigns any and all rights he may have as such incorporator to:

John Gardner

Dated this 7 day of April, 1997.

By: 
Donald K. Ross, Jr.

97 APR - 9 PH 4:44
SEARCHED _____ INDEXED _____
SERTIFIED _____ FILED _____
FALLAHILL, T. (TOM)
FALLAHILL, T. (TOM)