

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 \$ _____

FILED
97 MAY -2 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAY - 2 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-1-97		
TIME	2:50		CK No.
BY	LS		

WALK-IN
Will Pick Up _____

RE: GFI management
Associates, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" 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) <u>photo</u>		
<input 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	*****70.00	*****70.00
<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.		
SUBTOTALS _____		

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

RECEIVED
97 MAY -2 AM 8:50
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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 F I MANAGEMENT ASSOCIATES, INC.**

FILED
97 MAY -2 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, Adopts the Following Articles of Incorporation:

Article One: The name of the corporation is G F I MANAGEMENT ASSOCIATES, INC.

Article Two: The period of its duration is perpetual.

Article Three: The general purposes for which the corporation is organized to engage in any activities or business permitted under the laws of the United States and the State of Florida.

Article Four: The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100) Shares. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR. per share.

Article Five: The street address of the initial principal office of the corporation is: 791 NE DIXIE HWY, Jensen Beach, Fl 34957. The name of its initial registered agent is C. E. Nourse, at 791 NE Dixie Hwy, Jensen Beach, Fl 34957.

Article Six: The number of directors constituting the initial board of directors of the corporation is one (1). The address of said person is: Rob Graham, P. O. Box 7223, Pt. St. Lucie, Fl 34985.


Article Seven: The name and address of the incorporator is the same as its Director.

Executed by the undersigned at Stuart, Martin County, Florida on the 28th Day of April, 1997.

State of Florida
County of Martin

Before me the undersigned authority, personally, appeared Rob Graham, who identified himself with a Florida Driver's License and who subscribed the above Articles of Incorporation and acknowledged before me according to the law.

In Witness Whereof, I have hereunto set my hand and my official seal, at Stuart, Martin County Florida this 29th Day of April, 1997.

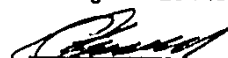

Notary Public



C. E. NOURSE
COMMISSION # CC 488817
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Acceptance of Appointment as Registered Agent

I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of §807.325 Florida Statutes. Dated April 28, 1997


C. E. Nourse