

P970000 44209

PILKA & ASSOCIATES, P.A.

ATTORNEYS AT LAW

PLEASE REPLY TO BRANDON ADDRESS
FACSIMILE (813) 651-0710

DANIEL F. PILKA
CAROLINE A. ADAMS*
C. THOMAS COWNE
DAVID A. FINLAY

*ALSO MEMBER OF TENNESSEE BAR

SCOTT F. BARNETT
J.B. DONNELLY
VERONICA DONNELLY
ROBERT FRASER
OF COUNSEL

TELEPHONE (813) 653-3800
TELEPHONE (941) 687-0780

April 16, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Newell, George
Our File : 97-3088

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-04/18/97--01044--011
****122.50 ****122.50

FILED
97 MAY 19 PM 1:14
TALLAHASSEE, FLORIDA

Dear Division of Corporations Personnel:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, the Certificate of Designation of Registered Agent, pursuant to §10-07.0501, and a check in the amount of \$122.50.

Please return the certified copy of the Articles of Incorporation to:

C. Thomas Cowne
Pilka & Associates, P.A.
213 Providence Road
Brandon, Florida 33511
(813) 653-3800

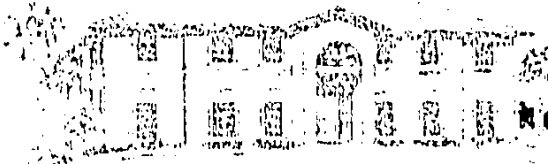
Thank you for your attention in this matter.

Very truly yours,

C. Thomas Cowne

C. Thomas Cowne

CTC/cig
Enclosure
cc: George A. Newell



W97-
502
397-20198

MAY 16 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 21, 1997

C THOMAS COWNE ESQUIRE
P O BOX 3470
BRANDON, FL 33509-3470

SUBJECT: NEWELL, INC.
Ref. Number: W97000009125

FILED
97 MAY 19 PM 1:14
TALLAHASSEE, FLORIDA

We have received your document for NEWELL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 797A00020240

PILKA & ASSOCIATES, P.A.

ATTORNEYS AT LAW

PLEASE REPLY TO: BRANDON ADDRESS
FACSIMILE (813) 651-0710

DANIEL F. PILKA
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TELEPHONE (841) 687-0780

May 15, 1997

Freida Chesser
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 MAY 19 PM 1:14
TALLAHASSEE, FLORIDA

Re: Newell, George
Our File : 97-3088

Dear Ms. Chesser:

Pursuant to your conversation with my secretary on May 9, 1997, please find enclosed a copy of Letter Number 797A00020240 along with the original and one copy of the Articles of Incorporation. The name of the corporation has been changed to GAN, Inc. and my client has initialed all changes which have been made on the original. Please file the Articles of Incorporation and return a certified copy in the stamped, self-addressed envelope which has been enclosed for your convenience.

If you have any questions, please do not hesitate to contact me.

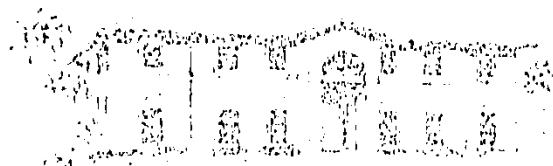
Very truly yours,



C. Thomas Cowne

CTC/clg
Enclosure

cc: George Newell



ARTICLES OF INCORPORATION

OF

GAN, INC. 6.✓

FILED
97 MAY 19 PM 1:14
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I
Name

The name of this Corporation is GAN, Inc. 6.✓

ARTICLE II
Duration

This Corporation shall have a perpetual existence, commencing upon filing.

ARTICLE III
Principal Office

The address of the principal office of this Corporation is 11606 North Dale Mabry, Tampa, FL 33618.

ARTICLE IV
Purpose

The purpose for which the Corporation is organized is for any and all lawful business purposes in the State of Florida.

ARTICLE V
Capital Stock

This Corporation is authorized to issue ONE HUNDRED (100) SHARES of One Dollar (\$1.00) par value common stock.

ARTICLE VI
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 11606 North Dale Mabry, and the name of the initial registered agent of this Corporation at that address is George A. Newell.

ARTICLE VIII
Election of Directors

The method of election of directors shall be as stated in the By-Laws.

ARTICLE IX
Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
George A. Newell	12406 Driftstone Way Riverview, FL 33569
Danielle Paradis	12406 Driftstone Way Riverview, FL 33569

ARTICLE X

Incorporator

The name and address of the person signing these Articles is:

NAME

ADDRESS

George A. Newell

12406 Driftstone Way
Riverview, FL 33569

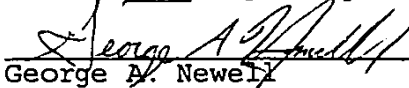
ARTICLE XI
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
Amendment

This Corporation reserves the right to amend or appeal any provisions contained in these Articles or Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 1997.


George A. Newell

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared this day, GEORGE A. NEWELL, known to me to be the individual described in and who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he made, subscribed, and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal, this 4th day of April, 1997.

G.N.

Sworn to and subscribed before me this 4th day of April,
1997.

Marjorie L. McEwen
Notary Public, State of Florida

Print, Type or Stamp Name of Notary

[] Personally known to me, or

[✓] Produced identification

Type of identification produced:

FLDL# N400-301-71-333-D



MARJORIE L. MCEWEN
My Commission CC448198
Expires Mar. 26, 1999
Bonded by HAI
800-422-1555

6.2


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 corporation is GAN, Inc.
2. The name and address of the registered agent and office is

George A. Newell
11606 North Dale Mabry
Tampa, FL 33618

Dated this 4th day of April, 1997.


George A. Newell
Incorporator

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.


George A. Newell
Registered Agent

FILED
97 MAY 19 PM 1:14
TALLAHASSEE, FLORIDA