

CANCELLED
FLORIDA DEPARTMENT OF

98 FEB 24 AM 9: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

<div>PROFIT CORPORATION ANNUAL REPORT 1998</div> <div>DOCUMENT # P97000075413 (9)</div> <div>1. Corporation Name GCI(FLA), INC.</div>		<div>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</div> <div>98 ALEXANDRIA PIKE WARRENTON VA 20186</div> <div>98 ALEXANDRIA PIKE WARRENTON VA 20186</div>		<div>FILED 98 FEB 24 AM 9:24 SECRETARY OF STATE TALLAHASSEE, FLORIDA</div> <div>DO NOT WRITE IN THIS SPACE</div> <div>3. Date Incorporated or Qualified 08/29/1997</div> <div>4. FEI Number 58-2342814</div> <div>5. Certificate of Status Desired \$8.75 Additional Fee Required</div> <div>6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees</div> <div>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No</div>	
<div>2. Principal Place of Business 21 98 ALEXANDRIA PIKE Suite, Apt. #, etc. 22 WARRENTON VA 20186 City & State 23 Zip Country 24 25</div>		<div>2a. Mailing Address 26 98 ALEXANDRIA PIKE Suite, Apt. #, etc. 27 WARRENTON VA 20186 City & State 28 Zip Country 29 30</div>		<div>6. Date Incorporated or Qualified 08/29/1997</div> <div>4. FEI Number 58-2342814</div> <div>5. Certificate of Status Desired \$8.75 Additional Fee Required</div> <div>6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees</div> <div>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No</div>	
<div>9. Name and Address of Current Registered Agent SCANLON, THOMAS D 255 S ORANGE AVE SUITE 1600 ORLANDO FL 32801</div>		<div>10. Name and Address of New Registered Agent 51 Name SCANLON, THOMAS D 52 Street Address (P.O. Box Number is Not Acceptable) 255 S ORANGE AVENUE 53 SUITE #1600 54 City ORLANDO 55 Zip Code FL 32801</div>			
<div>11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.</div> <div>SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE</div>					
<div>12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY - ST - ZIP D COOK, DEBORAH S 98 ALEXANDRIA PIKE WARRENTON VA 20186 DELETE</div>			<div>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP Change Addition 600002449776-4 -03/06/98--01117--007 ****150.00 ****150.00 2/25</div>		

CP2E034 (10/97)

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or as an attachment with an address.

SIGNATURE: *X [Signature]* PRESIDENT

2/20/99 (540) 344-2100

②

**JOINT CORPORATE ACTION
OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR OF
GC1(Fla), Inc.**

The undersigned, being the sole Director and sole Shareholder of GC1(Fla), Inc., a Florida corporation, (the "Corporation"), pursuant to applicable provisions of Florida law and the Bylaws of the Corporation, does hereby agree, consent to, adopt and order the following Corporate Action in lieu of holding a meeting of the Board of Directors and Shareholders.

1. The undersigned does hereby waive all formal requirements, including the necessity of holding formal or informal annual meetings, and any requirements that notice of such a meeting be given.
2. The following resolution is hereby adopted:

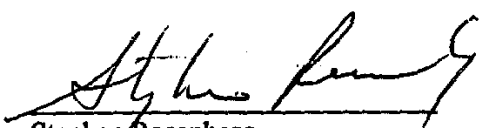
RESOLVED, that the following persons be and are hereby elected to serve as the following officers of the Corporation until their successors are elected and qualified:

President:	Stephen Rosenberg
Vice President:	Julie J. Delimba
Vice President:	Carole J. Jurney
Secretary:	Deborah S. Cook

98 Alexandria Pike
Warrenton, VA 20186

The Secretary of the Corporation is hereby directed to file this Joint Corporate Action in the Minute Book of the Corporation.

IN WITNESS WHEREOF, the sole Director and sole Shareholder of the Corporation does hereby execute the foregoing Joint Corporate Action as of the 22nd day of September, 1997.


Stephen Rosenberg
Sole Shareholder and Sole Director