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October 28, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/29/97--01076--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Gulf Trading and Holding Corporation

Please find enclosed the original and one copy of the Articles of Incorporation, along with my check in the amount of \$70.00 for filing fee. Please provide me with a copy of the Articles once they have been filed.

Very truly yours,

  
Herbert Elliott

HE/amm  
Enclosures

FILED  
97 OCT 29 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TM-10/30/97

OCT 30 1997

ARTICLES OF INCORPORATION  
OF  
GULF TRADING AND HOLDING CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **GULF TRADING AND HOLDING CORPORATION.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The principal place of business of the corporation shall be *35 W. Lemon Street, Tarpon Springs, Florida 34689* and the mailing address shall be the same.

ARTICLE V

The aggregate number of shares that the corporation shall have authority to issue is 100 shares with a par value of \$1.00. All such shares shall be of a single class, designated as common.      —

ARTICLE VI

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election

of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE VII

The corporation elects to have preemptive rights.

#### ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

#### ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE XI

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

*Herbert Elliott*  
*35 W. Lemon Street*  
*Tarpon Springs, FL 34689*

*President/Director*

*Amity M. Mank*  
*35 W. Lemon Street*  
*Tarpon Springs, FL 34689*

*Secretary/Director*

## ARTICLE XII

The initial registered agent of the corporation is *Herbert Elliott*. The street address of the corporation's initial registered office is *35 W. Lemon Street, Tarpon Springs, Florida 34689*.

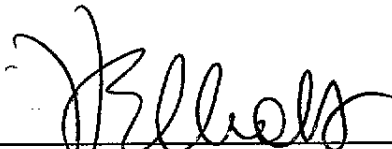
## ARTICLE XIII

The name and address of the incorporator of the corporation are:

*Herbert Elliott*  
*35 W. Lemon Street*  
*Tarpon Springs, FL 34689*

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated:      October 28, 1997

  
\_\_\_\_\_  
Herbert Elliott, Incorporator

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

Pursuant to the provisions of Sections 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:

***GULF TRADING AND HOLDING CORPORATION***

2. The name and address of the registered agent is:

*Herbert Elliott  
35 W. Lemon Street  
Tarpon Springs, FL 34689*

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

  
Herbert Elliott

DATED: October 28, 1997

**FILED**  
97 OCT 29 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA