

HIDAY & RICKE, P.A.
ATTORNEYS AT LAW

P97000097325

November 10, 1997

VIA OVERNIGHT MAIL

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

Re: Gerard Services, Inc.

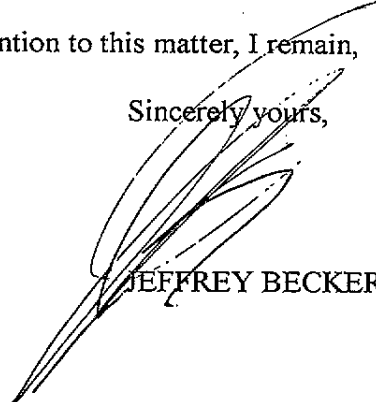
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*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing, please find the original Articles of Incorporation and Acceptance of Appointment as Registered Agent for the above referenced corporation. Also enclosed is the \$70.00 filing fee. Kindly file these documents and return a file stamped copy to me in the enclosed envelope.

Thanking you for your attention to this matter, I remain,

Sincerely yours,



JEFFREY BECKER

JRB/nmb
Enclosures

FILED
97 NOV 12 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-14-97

**ARTICLES OF INCORPORATION
OF
GERARD SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

This corporation shall be known as Gerard Services, Inc.

ARTICLE II - PURPOSE

The purpose for which this corporation shall exist is to engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The term for which this corporation shall exist is to be perpetual.

ARTICLE IV - CAPITAL

The amount of capital for which this corporation shall commence business is \$100.00. ..

ARTICLE V - STOCK

The total number of shares of capital stock which may be issued by this corporation is 100 shares, each share having a nominal par value of \$1.00 per share, all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE VI - ADDRESS OF BUSINESS

The initial address of the principal office of this corporation shall be:

12200-21 San Jose Blvd., Ste. 125, Jacksonville, Florida 32223

The Board of Directors may from time to time move this principal office to any other address in the State of Florida.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is:

Robert D. Hiday, 8375 Dix Ellis Trail, Ste. 102, Jacksonville, Florida 32256

ARTICLE VIII - INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) nor more than four (4). The name and address of the initial director is as follows:

Stephen E. Plapp, 12200-21 San Jose Blvd., Ste. 125, Jacksonville, Florida 32223

ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

Stephen E. Plapp, 12200-21 San Jose Blvd., Ste. 125, Jacksonville, Florida 32223

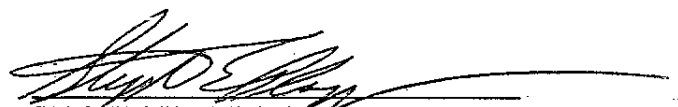
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE XI - SUBCHAPTER S ELECTION

The corporation elects to become a small business concern under Subchapter S of the Internal Revenue Code of 1954.

10th IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on this day of November, 1997.


STEPHEN E. PLAPP

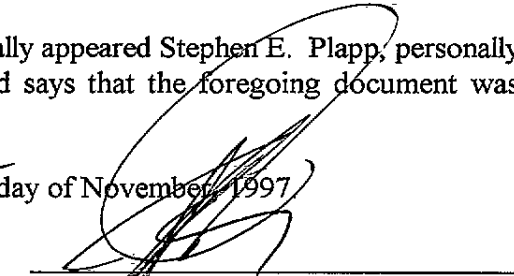
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority personally appeared Stephen E. Plapp, personally known to me, who, after being duly sworn depose and says that the foregoing document was executed for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of November, 1997



Jeffrey Becker
MY COMMISSION # CC606765 EXPIRES
December 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned does hereby accept the appointment as resident agent of the above captioned corporation in accordance with the applicable statute.

DATED on this 10th day of November, 1997.



ROBERT D. HIDAY

97 NOV 12 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED