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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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JOHN E. GIBSON ENTERPRISES, INC.

6845 Narcoossee Rd. #52
Orlando, Florida 32822
(407) 380-0265
FAX (407) 249-0267

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D. BROWN MAR 12 1998

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ARTICLES OF INCORPORATION
OF
JOHN E. GIBSON ENTERPRISES, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I. NAME

The name of the corporation is: John E. Gibson Enterprises, Inc.

ARTICLE II. DURATION

The duration of this corporation is perpetual.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share, and 1,000 shares of preferred stock, accumulative stated rate of 10%.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or treasury 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.
INITIAL REGISTERED OFFICE-PRINCIPAL OFFICE
AND
INITIAL REGISTERED AGENT

The street address of the initial registered office and principal office of this corporation is:

6845 Narcoossee Rd. #52
Orlando, Florida 32822

and the name of the initial registered agent at such address is:

John E. Gibson

This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members, such members to hold offices until his/her successor has been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Street Address</u>
John E. Gibson	2930 Slippery Rock Ave. Orlando, Florida 32826
Rhoda M. K. Fegan	2930 Slippery Rock Ave. Orlando, Florida 32826

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Street Address</u>
John E. Gibson	2930 Slippery Rock Ave. Orlando, Florida 32826

ARTICLE IX. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.

ARTICLE X. BY-LAWS

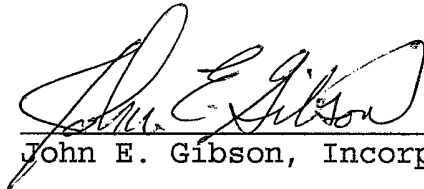
The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors; provided, however, that By-Laws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New By-Laws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, amended, or repealed by the Board of Directors. The

By-Laws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law of these Articles of Incorporation.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the use and purpose therein stated.



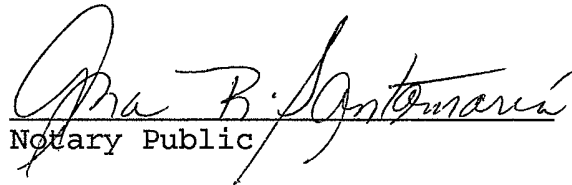
John E. Gibson, Incorporator

STATE OF FLORIDA

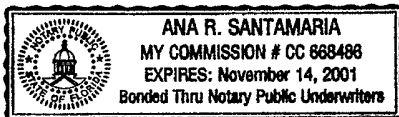
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this 11th day of March, 1998, personally appeared JOHN E. GIBSON, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

(NOTARIAL SEAL)



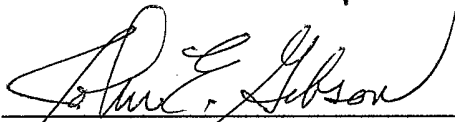
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JOHN E. GIBSON ENTERPRISES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, John E. Gibson, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

Dated this 11th day of March, 1998.



JOHN E. GIBSON
Registered Agent