

MARSHALL McDONALD, III

*Attorney at Law
Certified Public Accountant
Certified Financial Planner*

May 1, 1998

Florida Department of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Gove-Siebold Group, Inc.

Gentlemen:

Enclosed is an original and a copy of Articles of Incorporation for Gove-Siebold Goup, Inc.
Also enclosed is my check in the amount of \$70.00 in payment of the following fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
Total	\$70.00

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-05/04/98--01105--010
*****70.00 *****70.00

Please file the original Articles of Incorporation and return the enclosed copy to me at your earliest opportunity with the document number and filing date stamped thereon.

Very truly yours,

Marshall McDonald, III

Marshall McDonald, III

MM/ec
Enclosures

2628-765
3
224 Datura Street * Suite 611 * West Palm Beach, Florida 33401
Telephone: (561) 832-8725 * Fax: (561) 835-1526

98 MAY -4 AM 10:45
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/6/98

ARTICLES OF INCORPORATION

OF

GOVE-SIEBOLD GROUP, INC.

FILED
98 MAY -4 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is Gove-Siebold Group, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 200 Knuth Road, Suite 248-D, Boynton Beach, Florida 33436

ARTICLE 3 - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE 4 - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Steve Siebold, 200 Knuth Road, Suite 248-D, Boynton Beach, Florida 33436.

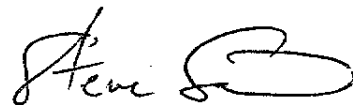
ARTICLE 5 - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Steve Siebold, 200 Knuth Road, Suite 248-D, Boynton Beach, Florida 33436.

ARTICLE 6 - DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of this corporation, but shall never be less than one.

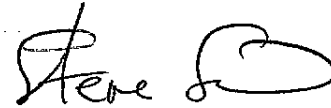
Dated: May 1, 1998



Steve Siebold
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 am familiar with and accept the obligations of my position as registered agent.

Dated: May 1, 1998



Steve Siebold
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of May, 1998, by Steve Siebold, who is personally known to me and who did not take an oath.



MARSHALL MCDONALD III
My Commission CC464233
Expires May, 18, 1999
Bonded by HAI
800-422-1555



Marshall McDonald, III
Notary Public, State of Florida
My Commission Expires May 18, 1999
Commission No. CC-464233

FILED
98 MAY -14 AM 10:145
SECRETARY OF STATE
TALLAHASSEE FLORIDA