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FILING REQUESTS

FOR

G & S COMMUNICATIONS, INC.

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-02/19/99--01076--006
*****70.00 *****70.00

PLEASE FIND ENCLOSED AN ORIGINAL AND COPY OF THE ARTICLES OF
INCORPORATION OF THE ABOVE NAMED CORPORATION.

PLEASE FILE THESE ARTICLES AS OF THE EARLIEST POSSIBLE
EFFECTIVE DATE FOR THE YEAR 1999.

PLEASE MARK THE COPY AS FILED AND RETURN IT IN THE ENCLOSED
PREPAID ENVELOPE.

IF YOU SHOULD ENCOUNTER ANY PROBLEM WITH FILING OF THESE
ARTICLES PLEASE DO NOT RETURN THEM, BUT INSTEAD CALL US AT
(904) 257-9000, SO THAT WE MAY RESOLVE THE MATTER IN THE MOST
EXPEDIENT WAY.

THANK YOU.

EFFECTIVE DATE
02-12-99

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FILED
CLERK OF COURT
99 FEB 19 AM 8:43

ARTICLES OF INCORPORATION
OF

G & S COMMUNICATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 19 AM 8:43

I, THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF
INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS:

G & S COMMUNICATIONS, INC.

EFFECTIVE DATE
02-12-99

WHOSE ADDRESS IS 1210 RIDGEWOOD AVE, HOLLY HILL, FL 32117

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY

ARTICLE III. NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS
INITIALLY ORGANIZED SHALL CONSIST OF THE TRANSACTION OF ANY OR
ALL LAWFUL BUSINESS FOR WHICH BUSINESS MAY BE INCORPORATED UNDER
AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV. CAPITAL STOCK

THE AGGREGATE NUMBER SHARES WHICH THIS CORPORATION SHALL
HAVE AUTHORITY TO ISSUE IS ONE HUNDRED THOUSAND (100,000) SHARES
OF COMMON STOCK, OF A SINGLE CLASS, HAVING PAR VALUE OF \$.01 PER
SHARE, FULLY PAID AND NON-ASSESSABLE. THE AMOUNTS TO BE PAID FOR
THE ISSUANCE OF SUCH STOCK, IN MONEY, PROPERTY, OR SERVICES AT
JUST VALUE, SHALL BE FIXED BY THE BOARD OF DIRECTORS.
THE CAPITAL STOCK OF THE CORPORATION SHALL BE PURCHASED, SOLD,

ISSUED, ASSIGNED OR OTHERWISE TRANSFERRED ONLY IN ACCORDANCE WITH THE BY-LAWS. A LIEN IS RESERVED IN FAVOR OF THIS CORPORATION UPON ITS CAPITAL STOCK FOR ANY INDEBTEDNESS WHICH MAY BE DUE BY ANY HOLDER OF THE SAME TO THIS CORPORATION, AND SAID LIEN SHALL BE SUPERIOR TO ALL OTHER LIENS OR CLAIMS OF EVERY CHARACTER.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION WITHIN THE STATE OF FLORIDA IS:

1210 RIDGEWOOD AVE, HOLLY HILL, FLORIDA 32117,

AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS: GARTH E. GREEN.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSON(S). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BY-LAWS MY PROVIDE.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS AS FOLLOWS:

GARTH E. GREEN, 100 WHOOPING CRANE COURT DAYTONA BEACH, FL 32119.

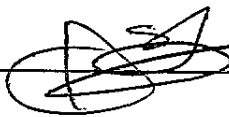
ARTICLE VII. INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAME AND ADDRESS IS GARTH E. GREEN, 100 WHOOPING CRANE COURT, DAYTONA BEACH, FL 32119

ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND STREET ADDRESS OF THE OFFICE, PLACE OF BUSINESS, OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THE STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE A PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

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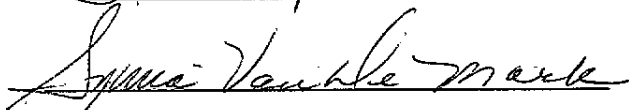
STATE OF FLORIDA

COUNTY OF VOLUSIA

PERSONALLY APPEARED

KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT AND HE/SHE ACKNOWLEDGED BEFORE
ME THAT HE/SHE EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 16th DAY
OF February, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

NOTARY PUBLIC - STATE OF FLORIDA
SYLVIA VAN DE MARK
COMMISSION # CC763207
EXPIRES 9/7/2002
BONDED THRU ASA 1-888-NOTARY1

EXHIBIT "A"

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE:

GARTH E. GREEN, AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, WHOSE STREET ADDRESS IS 100 WHOOPING CRANE COURT, DAYTONA BEACH, FLORIDA 32119, AS ITS REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION ACT, AND FURTHER DESIGNATES 1210 RIDGEWOOD AVE, HOLLY HILL, FLORIDA 32117 AS IT'S REGISTERED OFFICE.

BY 

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF ABC, INC. AND DOES HEREBY ACCEPT THAT APPOINTMENT, AND AGREES TO ACT AS SUCH.



FILED
CLERK OF COURT
99 FEB 19 AM 8:43