

*P99000049219*

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*James E. Keim*  
*Attorney at Law*

May 27, 1999

Ms. Doris Brown  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

100002876981--7  
-05/17/99-01076-020  
\*\*\*122.50 \*\*\*78.75

Re: G.T.C. OF CHARLOTTE COUNTY, INC.  
Your Ref. No. W99000011817

Dear Ms. Brown:

Please find enclosed a revised original and one copy of the Articles of Incorporation together with the Designation of Registered Agent for the above-referenced corporation. Per your conversation with my assistant, Dawn, you have retained the \$122.50 previously forwarded to cover the filing fees, filing tax and a certified copy of the Articles.

If you find the foregoing to be in order, I would appreciate you returning the certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,

*Denise B. D'Aprile*

DBD/dc  
Enclosures

*W99-11817*  
*972,2544,2551,2553*

D. BROWN JUN - 1 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 24, 1999

DENISE B. D'APRILE  
3872-D TAMiami TRAIL  
PORT CHARLOTTE, FL 33952

SUBJECT: G.T.C., INC.  
Ref. Number: W99000011817

We have received your document for G.T.C., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 999A00028437

ARTICLES OF INCORPORATION  
OF  
G.T.C. OF CHARLOTTE COUNTY, INC.

ARTICLE I - NAME

The name of this corporation is G.T.C. OF CHARLOTTE COUNTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kinds, class or series as that which he 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 PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 19800 Veterans Boulevard, Suite A-13, Port Charlotte, Florida 33954 and the name of the initial registered agent of this corporation at that address is Jeffrey W. Adams, 19800 Veterans Boulevard, Suite A-13, Port Charlotte, Florida 33954.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Jeffrey W. Adams, 19800 Veterans Boulevard, Suite A-13, Port Charlotte, Florida 33954.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:  
Jeffrey W. Adams, 19800 Veterans Boulevard, Suite A-13, Port Charlotte, Florida 33954.

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

#### ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of May, 1999.

Signed and sealed in our presence:

Dawn M Cordell  
James R. [Signature]

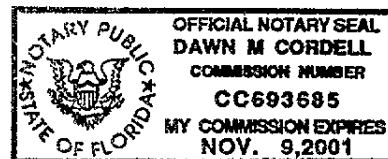
[Signature] (SEAL)

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey W. Adams, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7<sup>th</sup> day of May, 1999.

Dawn M Cordell  
NOTARY PUBLIC  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That Jeffrey W. Adams, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Port Charlotte, County of Charlotte, State of Florida, has named Jeffrey W. Adams located at 19800 Veterans Boulevard, Suite A-13, Port Charlotte, County of Charlotte, State of Florida 33954, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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 and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNATURE

  
JEFFREY W. ADAMS

DATE

5/7/99