

P99000052090

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

GBA, Inc

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-06/08/99--01005--014

*****78.75 *****78.75

RECEIVED

99 JUN -8 AM 10:53

DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN -9 PM 12:27

FILED

B Purinton JUN - 8 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: GBA, INC.
Ref. Number: W99000013326

We have received your document for GBA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 699A00030983

FILED

1999 JUN -9 PM 12: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
GBA, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is GBA, Inc.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

To purchase and sell Panama Jack products.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is: 100 common shares,
with par value of \$0.00.

ARTICLE IV

VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V

DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI

STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to transfer any stock on the books of the corporation,

except to other stockholders (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal registered office is 360 10th St., Key Colony Beach, FL 33051. The mailing address of the corporation is P.O. Box 510905, Key Colony Beach, FL 33051.

The name of the registered agent is BARBARA A. ALDRICH whose address is 360 10th St., Key Colony Beach, FL 33051.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:
GEORGE H. ALDRICH, P.O. Box 510905, Key Colony Beach, FL 33051.

ARTICLE IX

STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

ARTICLE X

AMENDMENTS

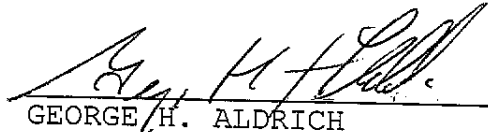
The corporation reserves the right to alter, amend, or repeal any provisions contained herein, and all rights and powers herein conferred on the directors and stockholders are granted subject to this reservation.

ARTICLE XI

SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244, of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under Section 1244.

These Articles of Incorporation are hereby executed this 7 day of June, 1999.



GEORGE H. ALDRICH

ACKNOWLEDGMENT

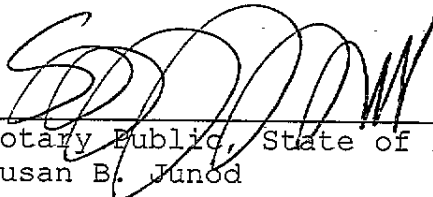
STATE OF FLORIDA

ss.

COUNTY OF MONROE

I HEREBY CERTIFY that GEORGE H. ALDRICH, who is personally known to me, personally appeared before me and acknowledged before me that he is the Incorporator of GBA, INC., a Florida corporation; that he executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Florida and County aforesaid, this 7 day of June, 1999.



Notary Public, State of Florida
Susan B. Junod

My commission expires: March 18, 2003



Susan B. Junod
MY COMMISSION # CC819280 EXPIRES
March 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated registered agent for this corporation, hereby acknowledges that she is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.

Barbara Aldrich
BARBARA A. ALDRICH

Dated: June 7, 1999.

FILED
1999 JUN -9 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA