



THE UNITED STATES
CORPORATION
COMPANY

PA900056916

FILED
99 JUN 23 PM 2:20

ACCOUNT NO. : 072100000032

REFERENCE : 284184 7187374

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 23, 1999

ORDER TIME : 10:52 AM

ORDER NO. : 284184-005

CUSTOMER NO: 7187374

CUSTOMER: Richard M. Rocha, Esq
RICHARD M. ROCHA, P.A.
RICHARD M. ROCHA, P.A.
3128 West Kennedy Boulevard

Tampa, FL 33609

DOMESTIC FILING

NAME: G.T.F.O., INC.

300002913383--9

-06/23/99--01066--005

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

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 23 PM 12:07

RECEIVED

PH 6/23/99 ✓

ARTICLES OF INCORPORATION

OF

G.T.F.O., INC.

FILED

99 JUN 23 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribers hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, for the purposes of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes; General Corporation Act of the State of Florida.

ARTICLE I

The name of this corporation is G.T.F.O., INC.

ARTICLE II

The purposes for which this corporation is organized are as follows: To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares of stock that this corporation is authorized to issue is 100 shares, all of which shall be common shares with par value of One (1.00) Dollar per share.

ARTICLE IV

Every shareholder of any class of stock of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE V

The street address of the initial registered office of this corporation in the State of Florida is 3128 W. Kennedy Boulevard, Tampa, Florida, 33607, and the initial registered agent is Richard M. Rocha, Esquire. The Board of Directors may, from time to time, change the registered agent of the corporation.

ARTICLE VI

The street address of the initial principal place of business of this corporation in the State of Florida is 13518 University Plaza, Tampa, Florida.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1). The number of Directors may be increased or diminished from time to time in the manner determined by the By-law, but shall never be less than one (1).

ARTICLE VIII

The initial Board of Directors shall consist of two (2) members who shall serve until the first annual meeting or until their successors have been elected and qualified. The name and addresses of the initial Board of Directors is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Nelson Mane	President	1602 W. Sligh Avenue Suite 500 Tampa, FL 33604
Richard M. Rocha	Vice President	3128 W. Kennedy Boulevard Tampa, FL 33609

ARTICLE IX

The name and address of the incorporator is as follows:

Richard M. Rocha
3128 W. Kennedy Boulevard
Tampa, FL 33609

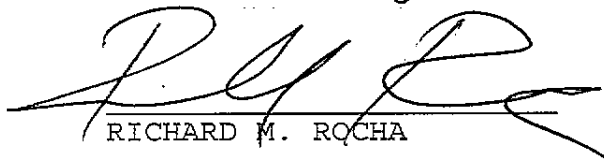
ARTICLE X

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

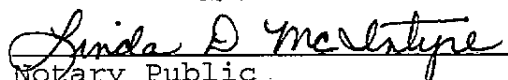
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of June, 1999.


RICHARD M. ROCHA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County above named, personally appeared RICHARD M. ROCHA, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 22 day of June, 1999.


Notary Public
My Commission Expires:



Linda D. McIntyre
MY COMMISSION # CC564862 EXPIRES
June 24, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

PURSUANT TO CHAPTERS 48.091 and 607.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

First - G.T.F.O., INC., desiring to organize under the laws of
the State of Florida with its initial registered office as
indicated in the Articles of Incorporation, at 3128 W. Kennedy
Boulevard, City of Tampa, County of Hillsborough, State of Florida
has named RICHARD M. ROCHA as its Registered Agent to accept
service of process within the state.

ACKNOWLEDGE AND ACCEPTANCE:

Having been named as the Registered Agent for the above
corporation for the purpose of accepting service of process at the
registered office designated in this certificate, I hereby accept
such appointment and acknowledge that I am familiar with and accept
the obligations and responsibilities of such office as provided for
in Florida Statutes 607.0505.


RICHARD M. ROCHA
Registered Agent

Date: June 22, 1999

FILED
99 JUN 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA