

TRANSMITTAL LETTER

P99000063864

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
JUL 19 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: GTONewco, Inc
(Proposed corporate name - must include suffix)

700002934897-9
-07/19/99--01096--012
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Cooper, Coppins, + Monroe
Name (Printed or typed)

P.O. Box 14447
Address

Tallahassee, FL 32317
City, State & Zip

(850) 422-2420
Daytime Telephone number

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

99 JUL 19 AM 11:57

RECEIVED NOTE: Please provide the original and one copy of the articles.

Handwritten signature/initials

**ARTICLES OF INCORPORATION
OF
GTONewco, Inc.**

The undersigned natural person, of legal age, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be GTONewco, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this state.

ARTICLE IV

STOCK CLAUSE

The total number of shares of stock which the Corporation shall have authority to issue is two million Shares of Common Stock at \$.001 Par value each.

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ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The address of the Corporation's principal place of business is 3121 Hartsfield Road, Tallahassee, Florida 32303.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of this Corporation's registered office is 3121 Hartsfield Road, Tallahassee, Florida 32303, and the name of its agent at said address is Charles B. Mitchell, III.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director. The name and address of the directors are:

Mike Blankenship
P.O. Box 6052
Tallahassee, FL 32301

Dr. Laurie Dozier, Jr.,
1226 Claude Pichard
Tallahassee, FL 32308

Dr. Paul Elliott
832 Governors Drive
Tallahassee, FL 32301

Wayne Coloney
1014 North Adams St.
Tallahassee, FL 32303

Laurie Dozier, III
2101 E. Randolph Circle
Tallahassee, FL 32312

Charles B. Mitchell, Jr.
1715 Brookside Blvd.
Tallahassee, FL 32301

Charles B. Mitchell, III
P.O. Box 13708
Tallahassee, FL 32317

Millard Noblin
1300 Metropolitan Blvd.
Tallahassee, FL 32308

Wayne Payne
272 Pine Lane
Crawfordville, FL 32327

Dr. Tim Schmidt
Rt. 1, Box 269
Scottsville, VA 24590

Fred Shelfer, Sr
106 N.E. 4th St.
Havana, FL 32333

Benson Skelton
1320 Thomaswood Drive
Tallahassee, FL 32312

Fincher Smith
2206 Demeron Rd.
Tallahassee, FL 32312

Richard Weidner
1713 Mahan Drive
Tallahassee, FL 32308

Dr. Dennis Williams
614 Short Street
Tallahassee, FL 32308

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is as follows:

Charles B. Mitchell, III

3121 Hartsfield Road
Tallahassee, Florida 32303

ARTICLE IX

RESTRICTION ON TRANSFER OF SHARES

Section 9.1. SUBCHAPTER S STATUS. The Corporation has or will make an election to be treated as a Subchapter S corporation for purposes of the Internal Revenue Code.

Section 9.2. RESTRICTION ON TRANSFER. Pursuant to Section 607.0627, Florida

Statutes, the transfer of shares of stock in the Corporation is restricted. The restrictions on the transfer of shares of stock in the Corporation are as follows:

A. Any transfer of shares of stock in the Corporation to a person or entity not qualified to own the shares of a Subchapter S corporation is strictly prohibited.

B. Further, any transfer of shares of stock in the Corporation which would have the effect of expanding the actual number of shareholders of the Corporation is severely restricted and carefully monitored by the Corporation so as not to jeopardize the limits applicable to number of shareholders permitted to own a Subchapter S corporation.

C. Prior to any transfer of shares of stock in the Corporation, the transferring shareholder must first secure the Board of Directors' approval of the transfer of said shares.

D. Further, prior to any transfer of shares, the transferring shareholder is obligated first to offer the shares of stock to the Corporation for purchase.

Section 9.3. **PURPOSE OF TRANSFER RESTRICTIONS.** The Corporation has adopted these share transfer restrictions, as authorized by Section 607.0627, Florida Statutes, for the purposes of the Corporation's securing and maintaining status as a Subchapter S corporation under the Internal Revenue Code, to control the number and identity of its shareholders as is required for said Subchapter S status, to preserve exemptions under federal or state securities laws and to provide certainty as to the income tax status of the Corporation.

Section 9.4. **CORPORATION AUTHORIZED TO ENTER INTO SHAREHOLDER AGREEMENT.** Further, the Corporation and the shareholders intend to adopt a Shareholder Agreement which will include greater specificity with regard to the transfer restrictions included in this Article. By inclusion of this reference, the Corporation is specifically authorized to enter into such Shareholder Agreement as is determined appropriate by the Board of Directors. In the event of any conflict between the provisions in this Article and the Shareholder Agreement, the

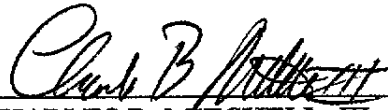
Shareholder Agreement shall control.

ARTICLE X

ELECTION OF LAW

The Corporation hereby elects not to be governed by Sections 607.0901 and 607.0902, Florida Statutes, as said elections are provided by those statutes.

IN WITNESS WHEREOF, the undersigned, being the Incorporator and Registered Agent, respectively, of this Corporation, executes these Articles of Incorporation, and certifies to the truth of the facts herein stated, in the State of Florida, this 19th day of July, 1999.

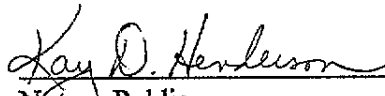


CHARLES B. MITCHELL, III
Incorporator/ Registered Agent

STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, the undersigned authority, personally appeared Charles B. Mitchell, III, who being first duly sworn, deposes and says that he is the individual described in the foregoing Articles of Incorporation, and he does hereby acknowledge before me that he executed the same for the purposes therein expressed.

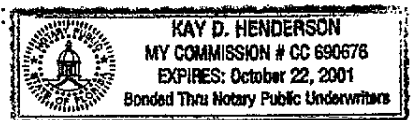
WITNESS my hand and official seal in the County and State named above, this 19th day of July, 1999.



Notary Public

My Commission expires:

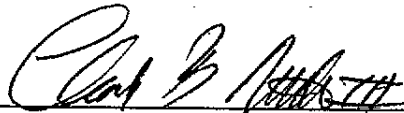
Personally known or produced identification _____
Type of identification produced: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

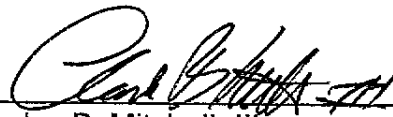
1. The name of the corporation is GTONewco, Inc.
2. The name and address of the registered agent and office is CHARLES B. MITCHELL, III, 3121 Hartsfield Road, Tallahassee, Florida 32303.



CHARLES B. MITCHELL, III
President

Date: 7/18/99

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Charles B. Mitchell, III

Date: 7/18/99

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