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G.R. L. INCORPORATED
3 LIVE OAK LANE
LEESBURG, FL 34748

August 27, 1999

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*****70.00 *****70.00

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

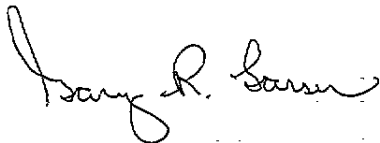
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99 SEP -2 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for G.R.L. INCORPORATED along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,



Gary R. Larsen
President

C. GALLIMON-CASE
SEP 08 1999

**ARTICLES OF INCORPORATION
OF
G.R.L. INCORPORATED**

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is G.R.L. INCORPORATED and it's principal place of business shall be located at 3 Live Oak Lane, Leesburg, Florida 34748

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3 Live Oak Lane, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation at that address is Gary R. Larsen.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director(s) who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Name	Address
Gary R. Larsen	P.O. Box 676, Leesburg, FL 34749

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ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Gary R. Larsen, President	P.O. Box 676 Leesburg, FL 34749
Gary R. Larsen, VP/Sec./Treasurer	P.O. Box 676 Leesburg, FL 34749

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Gary R. Larsen	P.O. Box 676 Leesburg, FL 34749

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

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. Articles may be amended at any time by a majority vote of the shareholders.

The undersigned incorporators have executed these Articles of Incorporation as of the date of signing below.

Dated: 8-27, 1999.

By: _____

Gary R. Larsen
Gary R. Larsen, Incorporator

Certificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:
G.R.L. INCORPORATED
2. The name and address of the registered agent is:

Gary R. Larsen
3 Live Oak Lane, Leesburg, Florida 34748

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 provision 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.



Gary R. Larsen, Registered Agent

8-27-99

Date

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TALLAHASSEE, FLORIDA