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To: Division of Corporations
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From: Account Name : MACLEOD & MCGINNESS
Account Number : 102223000620
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FLORIDA PROFIT CORPORATION OR P.A.

GFS Financial, Inc.

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FAX AUDIT #: H99-23112

ARTICLES OF INCORPORATION

OF

GFS FINANCIAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

GFS Financial, Inc.

Article 2. Mailing Address. The mailing address of the Corporation is:

P. O. Box 1000
Sarasota, Florida 34230

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by: W. Lee McGinness
1800 Second St., Suite 971
Sarasota, FL 34236
(941) 954-8788
Atty Bar #0520550

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Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have \$0.10 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is One Sarasota Tower, Suite 710, 2 North Tamiami Trail, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is RUSSELL SHARP.

Article 7. Incorporator. The name and address of the Incorporator is as follows:

RUSSELL SHARP

One Sarasota Tower, Suite 710
2 North Tamiami Trail
Sarasota, Florida 34236

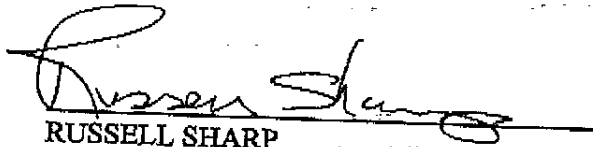
Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

FAX AUDIT #: H99-23112

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 15th day of September, 1999.


RUSSELL SHARP
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GFS FINANCIAL, INC., which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 15th day of September, 1999.


RUSSELL SHARP
Registered Agent

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