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LAW OFFICE OF
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September 17, 1999

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

500002990395--7
-09/20/99--01006--001
*****122.50 *****78.75

RE: Trans Gulfstream Holdings, Inc.

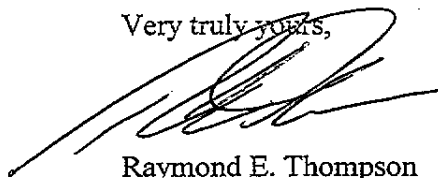
Gentlemen:

With reference to the above captioned, I enclose herewith Articles of Incorporation of the above named corporation along with this firm's trust account check in the amount of \$122.50 representing the following fees:

1. Filing fee	\$ 35.00
2. Certified copy	\$ 52.50
3. Registered Agent Designation	<u>\$ 35.00</u>
	\$122.50

If you find the enclosed Articles of Incorporation in order, please issue same and forward certified copy to the undersigned. As in the past, your cooperation is sincerely appreciated.

Very truly yours,



Raymond E. Thompson

RET/mls
Enclosures

D. BROWN SEP 22 1999

ARTICLES OF INCORPORATION
OF
TRANS GULFSTREAM HOLDINGS, INC.

ARTICLE I

NAME: The name of this corporation is:

TRANS GULFSTREAM HOLDINGS, INC.

ARTICLE II

DURATION: This corporation shall commence business on the date of acceptance by the Department of State of the State of Florida and shall have perpetual existence, unless otherwise dissolved in accordance with the law.

ARTICLE III

PURPOSE: The corporation is organized for the purpose of transacting any and all lawful businesses, within and without the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue one thousand (1,000) shares of Ten Dollar (\$10.00) par value of common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata 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 and mailing address of the initial registered office, the principal office and the mailing address of the corporation is:

3150 N. E. 36th Avenue, #425
Ocala, Florida 34479

The name of the initial registered agent of this corporation at that address is:

RICHARD L. POWERS

ARTICLE VII

INITIAL BOARD

OF DIRECTORS: This corporation shall have one (1) directors initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

RICHARD L. POWERS
3150 N. E. 36th Avenue, #425
Ocala, Florida 34479

ARTICLE VIII

SUBSCRIBERS: The name and address of the person signing the Articles of Incorporation are:

RICHARD L. POWERS
3150 N. E. 36th Avenue, #425
Ocala, Florida 34479

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of September, 1999.


RICHARD L. POWERS

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST --THAT **TRANS GULFSTREAM HOLDINGS, INC.**, A Florida Corporation, DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT OCALA, STATE OF FLORIDA, HAS NAMED
RICHARD L. POWERS, LOCATED AT 3150 N. E. 36th Avenue, #425, Ocala,, Florida 34479,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


RICHARD L. POWERS.

TITLE: PRESIDENT

DATE: ^{September}~~AUGUST~~ 13th, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE


RICHARD L. POWERS

(REGISTERED AGENT)

DATE: ^{September}~~AUGUST~~ 13th, 1999

**STATE OF FLORIDA
COUNTY OF MARION**

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD L. POWERS**, personally known to me to be the person who executed the foregoing Articles of Incorporation or who did produce a driver's license as identification and he acknowledged before me that he executed these Articles of Incorporation, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of September, 1999.

NOTARY PUBLIC



MYRON L. SCOTT
COMMISSION # CC774610
EXPIRES SEP 13, 2002
BONDED THROUGH
ADVANTAGE NOTARY

Sign Myron L. Scott
Print MYRON L. SCOTT
State of FLORIDA
COMMISSION NO: CC 774610
COMMISSION EXPIRES: September 13, 2002

ACCEPTANCE OF REGISTERED AGENT

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.

Richard L. Powers
Richard L. Powers, Registered Agent

September 13, 1999
Date