

P990000091293

Gerald A. Dechow
3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239
(941)366-2949

September 22, 1999

FILED
99 OCT 12 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA UPS NEXT DAY AIR SAVER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700003012527--5
-10/12/99--01039--020
122.50 **78.75

RE: GulfScript, Inc.

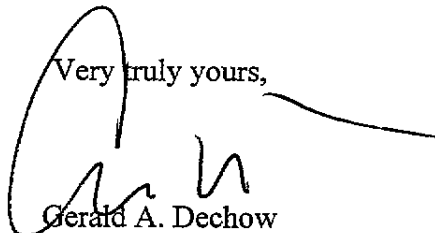
Dear Sir/Madam:

Please find enclosed Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced corporation, along with a check in the amount of \$122.50 to cover the filing fees and to receive a certified copy of the Articles.

Please return the certified Articles to my attention. I have enclosed a UPS Overnight envelope for your convenience.

Should you have any questions, please feel free to contact me. Thank you for your assistance.

Very truly yours,



Gerald A. Dechow

/acb
Enclosures

ARTICLES OF INCORPORATION
OF
GulfScript, Inc.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is **GulfScript, Inc.**
2. **PRINCIPAL OFFICE.** The street address of the initial principal office of the corporation is:

3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239

3. **CAPITALIZATION.**

(a) *Authorized shares.* The aggregate number of shares which the Corporation shall have authority to issue is Four Million (4,000,000), of which Two Million (2,000,000) shares with par value of One Dollar (\$1.00) each shall be designated "Class A Shares" and Two Million (2,000,000) shares with par value of One Dollar (\$1.00) each shall be designated "Class B Shares."

(b) *Relative rights and preferences.* The relative rights, privileges, and limitations of the Class A Shares and Class B Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Shares and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Distribution of either Class A Shares or Class B Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

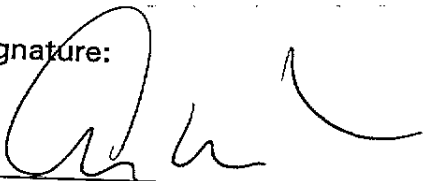
(c) *Preemptive rights denied.* No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

4. **REGISTERED OFFICE AND AGENT.** The name and address of the initial registered agent of the corporation is Gerald A. Dechow, 3400 S. Tamiami Trail, Suite 301, Sarasota, FL 34239.
5. **INCORPORATOR.** The name and address of the incorporator is:

Name
Gerald A. Dechow

Address
3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239

Signature:



Gerald A. Dechow - Incorporator

9-22-99
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

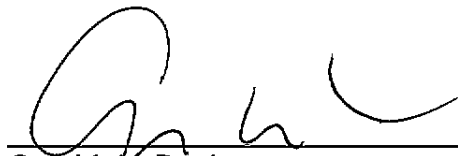
PURSUANT TO THE PROVISIONS OF SECTION 607.0501(3), FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the corporation is **GulfScript, Inc.**
2. The name and address of the registered agent and office is:

Gerald A. Dechow
3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239

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TALLAHASSEE, FL 32399

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 that
appointment as registered agent and agree to act in that 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.



Gerald A. Dechow

9/22/99
Date