

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P99000094636

CONTACT: CINDY HICKS

DATE: 10/27/99

000003025990--7
-10/27/99--01030--025
*****78.75 *****78.75

REF. #: _____

CORP. NAME: Geofco Holdings, Inc.

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 001 FOR \$ 78.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
99 OCT 27 AM 10:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
99 OCT 27 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS/10/27/99

ARTICLES OF INCORPORATION
OF
GEOFCO HOLDINGS, INC.

FILED
99 OCT 27 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

GEOFCO HOLDINGS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

1368 Harbor Drive
Sarasota, Florida 34239

and, the mailing address of this Corporation shall be:

1368 Harbor Drive
Sarasota, Florida 34239

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Michael G. Edgecombe 1368 Harbor Drive
Sarasota, Florida 34239

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Michael G. Edgecombe 1368 Harbor Drive
Sarasota, Florida 34239

Barbara A. Edgecombe 1368 Harbor Drive
Sarasota, Florida 34239

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Michael G. Edgecombe

1368 Harbor Drive
Sarasota, Florida 34239

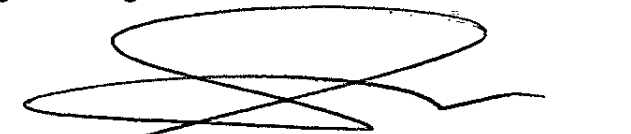
The undersigned has executed these Articles this 1 day of Oct, 1999.


Michael G. Edgecombe

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for GEOFCO HOLDINGS, INC. at the place designated in the Articles, 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.

Oct 1/99
Date


Michael G. Edgecombe

"REGISTERED AGENT"

FILED
99 OCT 27 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA