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Law Offices
Gary, Dytrych & Ryan

PROFESSIONAL ASSOCIATION

JOHN W. GARY, III
JAMES H. RYAN
DONALD R. BICKNELL, JR.
LAWRENCE W. SMITH
ALYS NAGLER DANIELS
PETER M. ARMOLD
JODY H. OLIVER
GREGORY C. PICKEN

RICHARD G. DYTRYCH
1925 - 1996

701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561)-844-3700
FAX (561)-844-2388

October 29, 1999

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

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

100003033571--4
-11/03/99--01038--019
*****8.75 *****8.75

RE: Articles of Incorporation for GBT Associates, Inc.

Dear Sir or Madam:

Enclosed for filing are original Articles of Incorporation as referenced above. Also enclosed is our firm draft in the amount of \$78.75 representing the filing fee for this document and a certified copy of same. Please return the certified copy of the Articles of Incorporation to me as soon as possible.

Please contact me if you have any questions or need additional information. Thank you for your prompt attention to this matter.

Sincerely,

GARY, DYTRYCH & RYAN, P.A.


Gregory C. Picken
For the Firm

GCP/vaj
Enclosures

cc: Mr. Anthony Carpentier

gcp\3082\let.div of corps

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is:

GBT ASSOCIATES, INC.

2. ADDRESS. The principal address of the corporation is:

C/O A. P. Carpentier
9800 South Ocean Drive
Jensen Beach, FL 34957

3. DURATION. The period of its duration is perpetual.

4. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States, Florida and any other state, country, territory or nation.

5. CAPITAL STOCK. The corporation is authorized to issue One Hundred Fifty (150) shares, all of one class, at one-dollar (\$1.00) par value.

Additional shares can be issued only with a vote of the shareholders holding a majority of shares and a vote of the majority of the Board of Directors.

6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the initial registered agent and office of this corporation is as follows:

Gregory C. Picken, Esq.
Gary, Dytrych & Ryan, P.A.
701 U.S. Highway One, Suite 401
North Palm Beach, Florida 33408

7. INITIAL BOARD OF DIRECTORS. This corporation shall have four (4) directors initially, who shall be:

George Harding
66 Aqua Ra Drive
Jensen Beach, FL 34957

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Robert W. Brockway
10725 South Ocean Drive, #245
Jensen Beach, FL 34957

Anthony P. Carpentier
1456 NE Ocean Boulevard #10-202
Stuart, FL 34996

Edward Pierson
1456 NE Ocean Blvd., #12-101
Stuart, FL 34996

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

Gregory C. Picken
Gary, Dytrych & Ryan, P.A.
701 U.S. Highway One, Suite 401
North Palm Beach, Florida 33408

9. OFFICERS. The initial officers of the corporation shall be as follows:

Anthony P. Carpentier	President
Robert W. Brockway	Vice President
George Harding	Secretary-Treasurer

10. AMENDMENT TO ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Any amendment of these Articles must be approved by a vote of the majority of the authorized and outstanding shares, and by at least three of the directors.

EXECUTION BY INCORPORATOR
AND ACCEPTANCE BY REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of October, 1999, and does thereby agree to act as the initial registered agent of the corporation.


Gregory C. Picken
Incorporator, Registered Agent

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Gregory C. Picken, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such document and that he is well known to me ~~or has produced a drivers license as identification and did~~ (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 28th day of October, 1999.

Valeri A. Jackson
Notary Public, State of Florida

My Commission Expires: 5/10/2003
Commission No. CC 835425

Valeri A. Jackson
Typed/Printed name of Notary
Bonded Through FLA Notary Service
& Bonding Co.

