

PA99000109645

December 14, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 DEC 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re. G & S SALES GROUP, INC. a Florida Corporation

Please registered and certified the following Florida corporation

G & S SALES GROUP, INC.
3762 HUNT CLUB RD
JACKSONVILLE, FLORIDA 32224

Attached is a check for \$122.50 to cover as follows:

\$ 35.00	Filing fees
35.00	Designation of Registered Agent
52.50	Certified copy

\$122.50 Total enclosed

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-12/20/99--01005--004
****122.50 .*****78.75 .

Also two copies of the Articles of Organization and Affidavit and two copies of the Designated Registered Agent

Sincerely,


Gary L. Hartzell
G & S Sales Group, Inc..

PH 12/21/99

ARTICLES OF INCORPORATION
OF
G & S SALES GROUP INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is G & S SALES GROUP, INC. with a principal office and mailing address of 3762 Hunt Club Rd, Jacksonville, FL 32224.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of the Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exist or may after be amended.

ARTICLE IV - AUTHORITY OF DIRECTORS

The board subject to any specific written restrictions imposed by the law or by these Articles of Incorporation (articles), shall direct the corporation out of the purposes and exercise the powers of the corporation without previous authorization subsequent approval by the shareholders of the corporation..

ARTICLE V - CAPITAL STOCK

V-1 STOCK CERTIFICATES. Certificates of stock shall be signed by the President or the Vice President, jointly with the Secretary, and the seal of the corporation shall be impressed thereon.

V-2 NUMBER OF AUTHORIZED SHARES. There must be two classes of common stock: voting and non-voting. The aggregate number of shares that the corporation shall have the authority to issued is 7,500 shares, with \$1.00 par value of voting stock and the authority to issued 7,500 shares, with \$1.00 par value of non voting stock.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial register office of this corporation is 2522 SW 27th AVE, Ocala, FL 34474 and the name of the initial registered agent at such address is VIVIEN L SWANSON.

ARTICLE VII - BYLAWS

The power to adopt, alter or repel Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board..

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors ,and be either increased or decreased from time to time by the Bylaws, however there shall never be less than one Director nor more than ten. The name and address of the initial Board of Directors is:

Name	Address
GARY L. HARTZELL	3762 HUNT CLUB RD, JACKSONVILLE, FL 32224

ARTICLE IX- INCORPORATORS

The name and address of the Incorporator signing these articles are:

GARY L. HARTZELL	3762 HUNT CLUB RD, JACKSONVILLE, FL 32224
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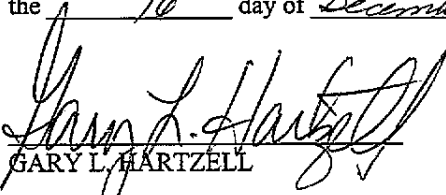
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the Undersigned Incorporators has executed these Articles of Incorporation on the 16 day of December, 1999.


GARY L. HARTZELL

STATE OF FLORIDA, COUNTY OF MARION

Before me, a Notary Public personally appeared GARY L. HARTZELL to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said Articles of Incorporation for the purpose therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 16 day of December, 1999.



Notary Public
State of Florida
My commission expires:



Vivien L. R. Swanson
Commission # CG 890746
Expires Jan. 11, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

REGISTERED AGENT

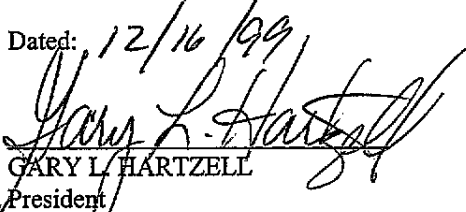
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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.


In compliance with Section 687.023 Florida Statutes, the following is submitted:

First, that G & S SALES GROUP, 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, Marion County, Florida, has name Vivien L. Swanson, with his principal place of residence at 2522 SW 27th Ave., Ocala, FL 34474, an its agent to accept service of process within Florida.

Dated: 12/16/99


GARY L. HARTZELL
President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.


Vivien L. Swanson
Register Agent