

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

99000 111800

Great Western Holdings  
Inc.

600003084426--4  
-12/30/99-01043-019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Art of Inc. File \_\_\_\_\_  
 LTD Partnership File \_\_\_\_\_  
 Foreign Corp. File \_\_\_\_\_  
 L.C. File \_\_\_\_\_  
 Fictitious Name File \_\_\_\_\_  
 Trade/Service Mark \_\_\_\_\_  
 Merger File \_\_\_\_\_  
 Art. of Amend. File \_\_\_\_\_  
 RA Resignation \_\_\_\_\_  
 Dissolution / Withdrawal \_\_\_\_\_  
 Annual Report / Reinstatement \_\_\_\_\_  
 Cert. Copy \_\_\_\_\_  
 Photo Copy \_\_\_\_\_  
 Certificate of Good Standing \_\_\_\_\_  
 Certificate of Status \_\_\_\_\_  
 Certificate of Fictitious Name \_\_\_\_\_  
 Corp Record Search \_\_\_\_\_  
 Officer Search \_\_\_\_\_  
 Fictitious Search \_\_\_\_\_  
 Fictitious Owner Search \_\_\_\_\_  
 Vehicle Search \_\_\_\_\_  
 Driving Record \_\_\_\_\_  
 UCC 1 or 3 File \_\_\_\_\_  
 UCC 11 Search \_\_\_\_\_  
 UCC 11 Retrieval \_\_\_\_\_  
 Courier \_\_\_\_\_

FILED

PURCHASED

Signature \_\_\_\_\_

Requested by: LS 12/30/99 9:45  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

CB  
12/30/99  
12/30/99  
U

ARTICLES OF INCORPORATION  
OF  
GREAT WESTERN HOLDINGS, INC.

ARTICLE I - NAME

The name of this Corporation is Great Western Holdings, Inc.

FILED  
99 DEC 30 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of States Office.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of one dollar (\$1.00) per value of common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND  
REGISTERED AGENT

The street address of the initial corporate office of the Corporation is 107 Rainbow Fish Circle, Jupiter, Florida 33477. The name and address of the initial registered agent for the Corporation is Guy M. Shir, 500 Australian Avenue South, 9th Floor, West Palm Beach, Florida 33401.

## ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended, or repelled by either the Stockholders or Directors.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial Directors. The number of Directors may be increased or diminished by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Leslie Lynn Dale	107 Rainbow Fish Circle, Jupiter, FL 33477
Rhys William Dale	107 Rainbow Fish Circle, Jupiter, FL 33477

## ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Leslie Lynn Dale	President
Rhys William Dale	Vice President
Leslie Lynn Dale	Secretary/Treasurer

## ARTICLE IX - INDEMNIFICATION

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

### ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly may be done without issuance of fractional shares) as the price at which it offered to others.

### ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Guy M. Shir, 500 Australian Avenue, 9th Floor, West Palm Beach, Florida 33401.

### ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporations Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 29 day of December, 1999.

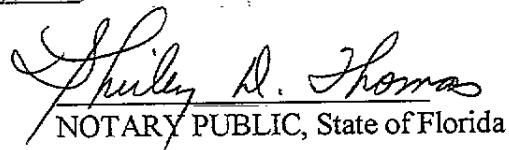


Guy M. Shir  
(Incorporator)

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

Before me, a Notary Public authorized in the State and County said for the above, personally appeared **Guy M. Shir**, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Great Western Holdings, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

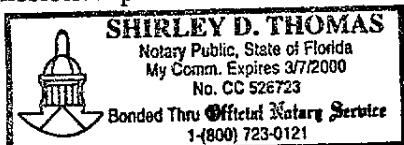
IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal, in the state and county as for said this 29<sup>th</sup> day of December 1999.



Shirley D. Thomas  
NOTARY PUBLIC, State of Florida

Shirley D. Thomas  
Printed Name of Notary

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING NAMED TO EXCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 29 day of December 1999.

  
GUY M. SHIR

164064\_1

**FILED**

99 DEC 30 AM11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA