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GREYSTOKE CONSULTING, INC.

5580 Park Boulevard, Suite 3, Pinellas Park, Florida 33781

GREYSTOKE

GREYSTOKE CONSULTING, INC.

Where Successful People Start...

August 28, 1997

Dear Wanda Sampson,

800002285138--2
-09/04/97--01099--002
****122.50 ****122.50

Thanks for your call today informing me that my check # 1081 was made out for more than necessary.

I've enclosed check #1052 for the \$122.50 you requested.

Thanks for holding #1081. I've enclosed an envelope for its return.

Sincerely,

Doug Elliott

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 AM 4:25

Articles of Incorporation

For

GCI Management, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
97 SEP -4 AM 4:25

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of this corporation is **GCI Management, Inc.**

Its registered office in the State of Florida is to be located at 5580 Park Boulevard, Suite 3, in the City of Pinellas Park, FL 33781.

The registered agent in charge thereof is Norton Chervitz, at 3074 Landmark Blvd., Unit 1501, Palm Harbor, FL 34684.

ARTICLE II PURPOSE(S)

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida.

ARTICLE III CAPITALIZATION

The corporation is authorized to issue only one class of stock, to be designated Common Stock. A total of 30,000 shares of stock may be issued. The total number of shares of Common Stock presently authorized is 1,000 shares of stock. Each share of stock shall have a Par Value of \$.50. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

Article IV

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

ARTICLE V

The names and addresses in the State of Florida of this corporation's incorporators are as follows:

Douglas Wm. Elliott, President
9100 9th St. N., #206
St. Petersburg, FL 33702

Richard C. Winn, Treasurer
13821 Joyce Drive
Largo, FL 33774

Norton Chervitz, Secretary
3074 Landmark Blvd., Unit 1501
Palm Harbor, FL 34684

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Incorporator's Name: _____

Douglas Wm. Elliott
Douglas Wm. Elliott

Incorporator's Name: _____

Richard C. Winn
Richard C. Winn

Incorporator's Name: _____

Norton Chervitz
Norton Chervitz

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS A REGISTERED AGENT FOR SAID CORPORATION.

Signed: _____

Norton Chervitz
Norton Chervitz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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