

PO0000040426



ACCOUNT NO. : 072100000032

REFERENCE : 671876 7136202

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 21, 2000

ORDER TIME : 2:47 PM

ORDER NO. : 671876-005

CUSTOMER NO: 7136202

CUSTOMER: Mr. David W. Cheung  
DAVID W. CHEUNG  
DAVID W. CHEUNG  
1013 S. Hiawassee Rd., #3617

Orlando, FL 32835

900003219419--4

-04/24/00--01004--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: GNSAC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR 21 PM 3:57 00 APR 21 PM 4:16

RECEIVED  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

g 4/24/00

ARTICLES OF INCORPORATION

OF

GNSAC, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 21 PM 4:16

ARTICLE I

Name and Duration

The name of the Corporation is GNSAC, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 3900 North Hills Drive, #203, Hollywood, Florida, 33021.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 3900 North Hills Drive, #203, in the City of Hollywood, County of Broward, State of Florida. The name of the registered agent at such address is David W. Cheung.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The Corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of one dollar (\$1.00) Par Value Voting Common Stock.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
David W. Cheung	7655 Persian Court Orlando, Florida, Florida 32819

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than two (2). Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing address of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
David W. Cheung	7655 Persian Court Orlando, Florida 32819
David A. Guzman	2935 Northeast 163 <sup>rd</sup> Street, #2S North Miami Beach, Florida 33160
Brian S. Maltass	934 Spring Circle, #104 Deerfield Beach, Florida 33441
Jerry E. Perkins	7655 Persian Court Orlando, Florida 32819

Curtis B. Stuart, Jr.                      22,52 Dogwood Lane  
12850 West State Road 84  
Davie, Florida 33325

Jack Teitelbaum                      3900 North Hills Drive, #203  
Hollywood, Florida 33021

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

#### ARTICLE X

##### Cumulative Rights

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his or her shares of Common Stock multiplied by the number of directors to be elected and he or she may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

#### ARTICLE XI

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 19 day of April, 2000.

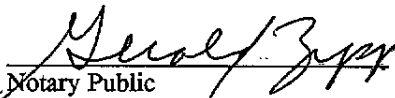
INCORPORATOR

  
\_\_\_\_\_  
DAVID W. CHEUNG

STATE OF FLORIDA    )  
                    ORANGE ) SS.  
COUNTY OF ~~BROWARD~~

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David W. Cheung known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation. FL DR LIC C520-179-69-378-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of April, 2000. \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



Gerald Zipp  
MY COMMISSION # CC575872 EXPIRES  
November 14, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 21 PM 4: 17

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That GNSAC, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named DAVID W. CHEUNG, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said statute relative to keeping open said office and further states he is familiar with Florida Statute 607.0501.

  
\_\_\_\_\_  
DAVID W. CHEUNG

DATED: 4/19, 2000