THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 685834 4300A

AUTHORIZATION:

COST LIMIT :

ORDER DATE: May 4, 2000

ORDER TIME: 10:46 AM

ORDER NO. : 685834-005

CUSTOMER NO: 4300A

CORPORATION

100003239611--0

CUSTOMER: Beth M. Moskowitz, Legal Asst

WEINER CUMMINGS & VITTORIA, P. WEINER CUMMINGS & VITTORIA, P.

4th Floor

1428 Brickell Avenue Miami, FL 33131

DOMESTIC FILING

NAME: G.B.C.B., INC.

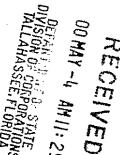
EFFECTIVE DATE:

CERTIFICATE OF LIMITED PARTNERSHIP	-
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	-C.FLORIDA

CONTACT PERSON: Janine Lazzarini

ADDICTION OF THEODRODAMICAL

EXAMINER'S INITIALS:





FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

G.B.C.B., INC.

ARTICLES OF INCORPORATION

00 MAY -4 AM 11: 52

The undersigned, desiring to incorporate a professional service corporation under the provisions of Chapter 621, Fla. Stat. (Professional Service Corporation and Limited Liability Company Act) and Chapter 607 Fla. Stat. (Florida Business Corporation Act), does hereby certify:

A. The name of the Corporation is:

G.B.C.B., INC.

1. The principal office address of the Corporation is:

1428 Brickell Ave., Suite 400, Miami, FL 33131

- 2. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is **Five Hundred (500) shares of common stock** having a **par value of One Dollar (\$1.00)** each.
 - There shall be no preemptive rights with respect to any shares of stock of the Corporation.
- 4. The registered office of the Corporation shall be located at 1428 Brickell Avenue, Suite 400, Miami, FL 33131, and the initial Registered Agent shall be PAUL M. CUMMINGS.
 - 5. The name and the present address of the sole incorporator hereof is:

Name Address

PAUL M. CUMMINGS 1428 Brickell Ave., Suite 400, Miami,

FL 33131

6. The Board of Directors shall be comprised of **Three (3)** members. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the Directors are:

Name Address

GEORGE BARRIE 19925 N.E. 39th Place, Buena Vista #201,

Aventura, FL 33180

CARYL BERGLASS KAPLAN 19925 N.E. 39th Place, Buena Vista #201,

Aventura, FL 33180

ROBERT OKIN 180 Canterbury Lane, Palm Beach, FL 33480

and to do any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Business Corporation Act.
9. The term for which the Corporation is to exist is perpetual.
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this day of
PAUL M. CUMMINGS
Incorporator
STATE OF FLORIDA)
: SS COUNTY OF MIAMI-DADE)
The foregoing instrument was acknowledged before me this 2 day of May, 2000, by PAUL of Live of id. CUMMINGS, who is personally known to me, or has produced (type of id.) sidentification.
Beth Moskowitz My Commission CC798642 Expires December 21 2002 Def M. Moskowitz Notary Public, State of Florida

FILED SECRETARY OF STATE BIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

00 MAY -4 AM 11: 52

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: G.B.C.B., INC.
2. The name and address of the registered agent and office is:
PAUL M. CUMMINGS
P.O. BOX NOT ACCEPTABLE
1428 Brickell Avenue, Suite 400, Miami, FL 33131
(CITY/STATE/ZIP)
SIGNATURE Van Van
(corporate officer) (incorporator)
TITLE Incorporator
DATE may 2, 2000
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.
SIGNATURE Oau Co
DATE

REGISTERED AGENT FILING FEE: \$35.00