

Gran Central Corporation

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May 31, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/01/00--01086--001
****350.00 70.00

RE: New Filing - Articles of Incorporation

To whom it may concern:

Enclosed for filing please find two (2) duplicate originals of Articles of Incorporation for the following entities:

1. GCC UPB, Inc.;
2. GCC South Park II, Inc.;
3. GCC Beacon Station Call Center One, Inc.;
4. GCC Beacon Station Call Center Two, Inc.;
5. GCC Deerwood North Building 200, Inc.
6. GCC Deerwood North Building 300, Inc.
7. GCC South Park I Building 400, Inc.; and
8. GCC South Park I Building 500, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
May 31, 2000
Page 2

Also enclosed are checks totaling \$560.00 to cover the incorporation fees. Please return one (1) recorded original of each document to me in the enclosed self-addressed Federal Express envelope.

Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'K. B. Hanson III', followed by a horizontal line.

Karl B. Hanson III
Assistant General Counsel

/tln
Enclosures

**ARTICLES OF INCORPORATION
OF
GCC UPB, INC.**

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is GCC UPB, Inc. (the "Company").

ARTICLE II

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Company is 10199 Southside Boulevard, Suite 108, Jacksonville, Florida 32256.

ARTICLE IV

The maximum number of shares this Company is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Company's registered office is 10199 Southside Boulevard, Suite 108, Jacksonville, Florida 32256. The initial registered agent for the Company at that address is Karl B. Hanson III.

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ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Robert F. MacSwain	One Malaga Street St. Augustine, Florida 32084
G. John Carey	10199 Southside Boulevard, Suite 108 Jacksonville, Florida 32256

ARTICLE VII

The name and street address of the person signing these articles of incorporation is Karl B. Hanson III.

ARTICLE VIII

The Company shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31st day of May, 2000.


Karl B. Hanson III

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GCC UPB, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.


Karl B. Hanson III

Date: May 31, 2000

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