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LAW OFFICES OF  
**VINCENT E. SCHINDELER**  
A PROFESSIONAL ASSOCIATION

October 30, 2000

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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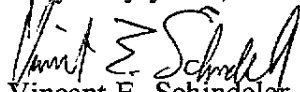
**Re: Filing of Articles of Incorporation**

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for GSE Sales, Inc. and a check in the amount of \$70.00. Please file these Articles of Incorporation as soon as possible. After they have been filed and date-stamped, please return one copy to my office for our records.

Thank you for your prompt consideration of this matter. If you have any questions or require anything additional, do not hesitate to contact my office.

Very truly yours,



Vincent E. Schindeler  
VES/db

Enclosures: 2 Articles of Incorporation (5 pages each)

FILED  
00 NOV -1 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 11-2

**ARTICLES OF INCORPORATION**  
**OF**  
**GSE SALES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

GSE SALES, INC.

**ARTICLE II - PRINCIPLE OFFICE**

The principal place of business of this corporation shall be 5215 S.W. 121<sup>st</sup> Terrace, Cooper City, Florida 33330.

**ARTICLE III - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per

share.

#### **ARTICLE V - REGISTERED AGENT**

The street address of the initial registered agent of the corporation shall be 633 S.E. 3<sup>rd</sup> Avenue, Suite 4-R, The Trial Lawyers Building, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Vincent E. Schindeler.

#### **ARTICLE VI - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VII - CORPORATE INDEMNIFICATION PLAN**

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee,

or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, on a pro rata basis at the price at which it is offered to others.

#### **ARTICLES IX - DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation

in the manner provided by law. The name and address of the initial Directors of the Corporation are:

George Ring  
5215 S.W. 121<sup>st</sup> Terrace  
Cooper City, FL 33330

Robert S. Simmons  
5215 S.W. 121<sup>st</sup> Terrace  
Cooper City, FL 33330

#### **ARTICLE X - SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:


George Ring  
5215 S.W. 121<sup>st</sup> Terrace  
Cooper City, FL 33330

#### **ARTICLE XI - BYLAW AMENDMENT**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the

\_\_\_\_\_ day of **August 2000**.

  
\_\_\_\_\_  
George Ring

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 29 day of **August 2000**  
by George Ring who is personally known to me and who did take an oath.



F. Dickson Prew  
Commission # CC 859489  
Expires Sep. 14, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

Notary Public

My Commission expires:

**HAVING BEEN NAMED** to accept service of process for the above stated corporation,  
at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of said act relative to keeping open said office.

By:

A handwritten signature in cursive script, appearing to read "Vincent E. Schindeler", written over a horizontal line.

Vincent E. Schindeler

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00 NOV -1 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA