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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-01/31/01--01047--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: G & M HOLDINGS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00 for *FILING FEE; REGISTERED AGENT.*

DAVID K. HIRSCH  
175 WEST CAMINO REAL  
BOCA RATON, FL 33432  
561-367-7371

Enclosures:

Original  
One copy  
Check

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN 31 AM 10:22

FILE: ARTICLES OF INCORPORATION: WORD

2/1/01

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ARTICLES OF INCORPORATION  
OF

**G & M HOLDINGS, INC.**

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

**G & M HOLDINGS, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in 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

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL  
OFFICE

The name and street address of the initial *Registered Agent Office* and the Principal Office of the Corporation shall be:

DAVID K. HIRSCH  
175 WEST CAMINO REAL  
BOCA RATON, FL 33432

#### ARTICLE VI- INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of Incorporation is/are:

**MARCUS RAMOS  
2001 PALM BEACH LAKES BLVD STE 410  
WEST PALM BEACH, FL 33409**

#### ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

#### ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE IX- POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

#### ARTICLE X - INDEMNIFICATION

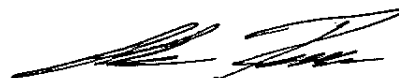
This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

## ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation this JANUARY 24, 2001

A handwritten signature in black ink, appearing to read 'M. Ramos', is written over a horizontal line.

MARCUS RAMOS

CERTIFICATE OF ACKNOWLEDGMENT  
OF REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 JAN 31 AM 10:22

CERTIFIED REGISTERED AGENT  
OF

**G & M HOLDINGS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

*175 West Camino Real*

*Boca Raton, FL 33432*

Has named: DAVID K. HIRSCH

Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position ; I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.

  
\_\_\_\_\_  
DAVID K. HIRSCH