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LAW OFFICES OF  
WILLIAM R. HEITZ, P.A.

WILLIAM R. HEITZ, Esq.

ADMITTED IN  
DISTRICT OF COLUMBIA  
FLORIDA  
NEW YORK  
UNITED STATES SUPREME COURT

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TRANSMITTAL LETTER

May 23, 2001

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400004315374--7  
-05/24/01--01067--028  
\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: GCH Management, Inc.

EFFECTIVE DATE  
05/22/01

Sir or Madam:

Please find enclosed herein two original Articles of Incorporation, Designation and Acceptance of Registered Agent and a check in the amount of \$131.25 payable to the Florida Department of State.

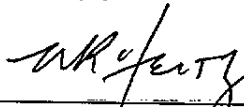
A check in the amount of \$131.25 is enclosed for the Filing Fee, Designation of Registered Agent, Certified Copy, and Certificate.

Please forward all correspondence regarding this filing to:

William R. Heitz, P.A.  
1801 South Federal Highway  
Suite 237  
Delray Beach, Florida 33483  
(561) 274-7000 Phone  
(561) 274-7099 Fax

FILED  
01 MAY 24 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Very truly yours,

  
William R. Heitz, Esq.

T. Burch JUN 1 2001

**FILED**

01 MAY 24 PM 1:10

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

OF

**GCH Management, Inc.**

In compliance with the requirements of F.S. Chapter 607, 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 ("Corporation") is GCH Management, Inc.

ARTICLE II

The existence of the corporation shall begin on May 22, 2001.

**EFFECTIVE DATE**

05/22/01

ARTICLE III

The street address of the principal office of the Corporation is 13503 Jarrettsville Pike  
Phoenix, Md. 21131.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000), 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 Corporation's registered office is 1801 South Federal Highway, Suite 237, Delray Beach, Florida 33483. The initial registered agent for the Corporation at that address is William R. Heitz, P.A.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the person who will serve on the initial board of directors is:

Name                      Address

Gary Hanley                      13503 Jarrettsville Pike, Phoenix, Md. 21131.

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name                      Address

William R. Heitz, Esq.                      1801 South Federal Highway, Suite 237  
Delray Beach, Florida 33483

ARTICLE VIII

The corporation 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 May 22, 2001.

Name: William R. Heitz  
William R. Heitz, Esq.  
For:  
William R. Heitz, P.A.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GCH Management, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: William R. Heitz  
William R. Heitz, Esq.

For:  
William R. Heitz, P.A.  
1801 South Federal Highway, Suite 237  
Delray Beach, Florida 33483

Date: May 22, 2001