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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From: Rosa Wong

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

Dear Filing Officer:

Please file the attached Articles of Incorporation with today's date 08/20/01. Thank you.

**FLORIDA PROFIT CORPORATION OR P.A.**

**GCSB ACQUISITION CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**GCSB ACQUISITION CORP.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

**ARTICLE 1**

**NAME**

The name of the corporation is GCSB ACQUISITION CORP. (hereinafter called the "Corporation").

**ARTICLE 2**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the corporation is 1001 Brickell Bay Drive, 30th Floor, Miami, Florida 33131.

**ARTICLE 3**

**AUTHORIZED SHARES**

The number of shares that the Corporation is authorized to issue is:

<b>Number of Shares <u>Authorized</u></b>	<b>Par Value <u>Per Share</u></b>	<b>Class of <u>Stock</u></b>
1,000	\$ 0.01	Common

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**ARTICLE 4**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of its initial registered agent at that office is American Information Services, Inc.

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**ARTICLE 5**

**INCORPORATOR**

The name of the Incorporator is Martin G. Burkett and the address of the Incorporator is c/o Akerman Senterfitt & Eidson, P.A., One S.E. Third Avenue, Miami, Florida 33131.

**ARTICLE 6**

**INITIAL DIRECTOR**

The name and address of the individual who is to serve as the sole initial director of the Corporation is:

Frank Zomerfeld  
1001 Brickell Bay Drive, 30th Floor  
Miami, Florida 33131

**ARTICLE 7**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE 8**

**SPECIAL MEETINGS OF SHAREHOLDERS**

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE 9**

**BYLAWS**

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 20<sup>th</sup> day of August, 2001.

  
Martin G. Burkett, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **GCSB ACQUISITION CORP.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of August, 2001.

American Information Services, Inc.

By: Angelica M. Calabrese  
Name: Angelica M. Calabrese  
Title: Assistant Secretary

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