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REPLY TO: HOLLYWOOD

FILE NO.: NEW

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
° Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
§ Member of N.Y. Bar
¶ Member of Ohio Bar

November 6, 2001

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

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-11/13/01--01069--001
*****78.75 *****78.75

Re: Ganton Holdings, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for Ganton Holdings, Inc., together with a check in the amount of \$78.75. Please file the Articles of Incorporation and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,

ALAN B. COHN

ABC/jap
Enclosures

01 NOV 13 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS 11/14/01-

ARTICLES OF INCORPORATION

of

GANTON HOLDINGS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be ***GANTON HOLDINGS, INC.***

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 19898 Dinner Key Drive, Boca Raton, FL 33498

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: *Alan B. Cohn, 2021 Tyler Street, Hollywood, Florida 33020*

ARTICLE VII

DIRECTOR: The corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTOR: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successor(s) have been elected and qualified is:

NAME	ADDRESS
<i>Jason Ganton</i>	<i>19898 Dinner Key Drive Boca Raton, FL 33498</i>

ARTICLE IX

INCORPORATOR(S): The names and addresses of the incorporators to these Articles of Incorporation are as follows:

NAME	ADDRESS
<i>Jason Ganton</i>	<i>19898 Dinner Key Drive Boca Raton, FL 33498</i>

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another

corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 23 day of October, 2001.



JASON GANTON

FILED

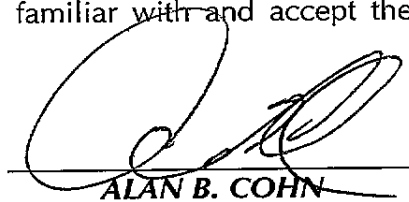
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as the Registered Agent to accept service of process for **GANTON HOLDINGS, INC.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: November 7, 2001



ALAN B. COHN