

# P01000113865

Burton L. Bruggeman  
Attorney

Monday, November 26, 2001

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-11/27/01--01063--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: GPM Consulting, Inc.  
Via Airborne

Gentlemen:

Enclosed you will find my Trust Check # 462 in the amount of \$78.75, made payable to *Florida Department of State - Division of Corporations*. This sum is for the changes set for below pursuant to your website.

*Please return the Certified copy of the Articles to me post filing at the address below.*

## PROFIT, NON-PROFIT, AND TRADEMARKS

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
* Certified Copy (optional)	\$ 8.75
TOTAL	\$ 78.75

Should you have any questions, please direct someone to call me collect.

Sincerely yours,

Burton L. Bruggeman  
Mr. G. P. Mann, President

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TALLAHASSEE, FLORIDA

2121 LAKESIDE DRIVE • ORLANDO • FLORIDA • 32803.1513  
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**ARTICLES OF INCORPORATION  
OF**

**GPM CONSULTING, INC.**

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of the corporation shall be:

**GPM CONSULTING, INC.**

**ARTICLE II. 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, county, territory or nation.

In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida. In addition, it may do everything necessary suitable or proper for the accomplishment of any of its corporate purposes.

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of common stock that this corporation shall have the authority to issue is Seven Hundred Fifty Thousand (750,000); each shall have a par value of One Dollar (\$1.00) per share.

Each shareholder of record shall have one vote for each share of stock standing in his or her name in the books of the corporation and be entitled to vote, except that in the election of directors he or she shall have the right to vote such number of shares for as many persons as there are directors to be

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elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

No shareholder of the corporation shall have any pre-emptive or similar right to acquire any additional unissued or treasury shares of stock or other securities of any class, or rights, warrants or options to purchase stock or script, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

The Board of Directors from time to time may distribute to the shareholders in partial liquidation, or out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Statutes of Florida.

The corporation shall have the right to impose restrictions on the transfer of shares of the corporation.

A quorum, for the purpose of stockholder meetings, will consist of a majority of the shares issued and outstanding and entitled to vote at the meeting.

When a quorum is present, and when the statutes require a vote of two-thirds of the shares entitled to vote to take action, the affirmative vote of a majority of the shares issued and outstanding and entitled to vote on the subject matter shall be the act of stockholders.

#### ARTICLE IV. CORPORATE ADDRESS

The principal address for the corporation shall be:

**8404 Saint Marino Blvd.  
Orlando, FL 32836**

The street address of the initial registered office of the corporation shall be:

**2121 Lakeside Drive  
Orlando, FL 32803.1513**

And the name and address of the initial Registered Agent shall be that of:

**Burton L. Bruggeman  
Attorney at Law  
2121 Lakeside Drive  
Orlando, FL 32803.1513**

#### ARTICLE V. BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be two directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are

<u>Name</u>	<u>Mailing Address</u>
Gary P. Mann	<b>8404 Saint Marino Blvd. Orlando, Fl. 32836</b>

The number of directors shall be as prescribed by the By-Laws, except that there need be only as many directors as there are shareholders in the event that fewer than three persons hold the outstanding shares of record.

#### ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VII. INCORPORATOR

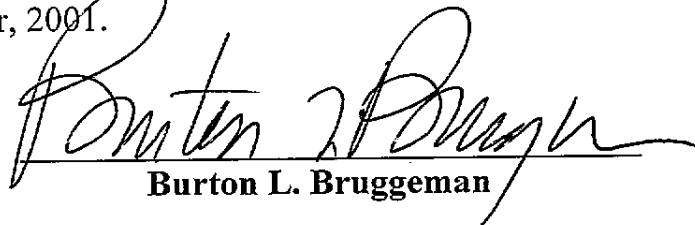
The name and street address of the incorporator of these Articles of Incorporation is:

Burton L. Bruggeman  
Attorney at Law  
2121 Lakeside Drive  
Orlando, FL 32803

## ARTICLE VIII. MISCELLANEOUS

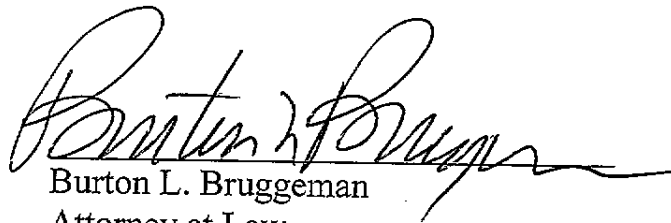
To the fullest extent permitted by the Corporation Code, as the same exists or may hereafter be amended, a Director of this Corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

**In Witness Whereof**, the undersigned have hereunto set their hand and seal this 26th day of November, 2001.

  
Burton L. Bruggeman

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

The undersigned having a business office as set forth above and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Burton L. Bruggeman  
Attorney at Law  
2121 Lakeside Drive  
Orlando, Florida 32803

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