

C. Scott Rassler  
Attorney at Law

PD1000118252

December 12, 2001

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

300004724923--7  
-12/13/01--01052--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: GMAB, Inc.

Dear Sir or Madame:

Enclosed is the original and one copy of the Articles of Incorporation and Registered Agent designation for: GMAB, Inc. Also enclosed is our check in the amount of \$78.75 to cover filing fees and your charges for a certified copy of the Articles.

Please call if you have any questions concerning this correspondence. Thank you very much.

All the best,



C. Scott Rassler

enclosures

FILED  
01 DEC 13 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-14-01  
JCC

**ARTICLES OF INCORPORATION  
OF  
GMAB, INC.**

FILED  
01 DEC 13 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name and mailing address of this corporation is **GMAB, INC.**, 600 Corporate Drive, Suite 310 Fort Lauderdale, Florida 33334

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: **C. Scott Rassler, 600 Corporate Drive, Suite 310, Fort Lauderdale, Florida 33334** and the name of the initial registered agent of this corporation at that address is: **C. Scott Rassler**.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased (or decreased) from time to time by the By-Laws.

<u>NAME</u>	<u>ADDRESS</u>
Michael S. Rassler President	3281 Julian Ave Long Beach, CA 90808
H. Stanley Rassler Vice President	17278 Bridleway Trail Boca Raton, FL 33496
C. Scott Rassler Secretary/Treasurer	600 Corporate Drive Ste. 310 Fort Lauderdale, FL 33334

**ARTICLE VIII - INCORPORATOR**

**NAME/ADDRESS**

C. Scott Rassler  
600 Corporate Drive, Suite 310  
Fort Lauderdale, Florida 33334

**ARTICLE IX - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS**

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code of 1952, as amended.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 10th day of December, 2001.

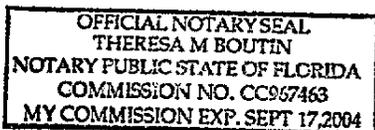


C. Scott Rassler Incorporator

STATE OF FLORIDA )

COUNTY OF BROWARD)

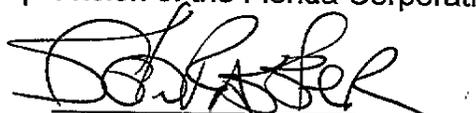
On this 10<sup>th</sup> day of December, 2001, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **C. Scott Rassler**, [XX] to me personally known, [ ] who presented driver's license no. \_\_\_\_\_, or [ ] other identification, and who did take an oath, and acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily.

  
Notary Public

Notary Stamp

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping open said office.



C. Scott Rassler  
Registered Agent