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Florida Department of State  
Division of Corporations  
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## To:

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Account Number : 072450003255  
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EFFECTIVE DATE  
1/15/02

## FLORIDA PROFIT CORPORATION OR P.A.

GM Investment Holdings, Inc.

Certificate of Status	0
Certified Copy	1
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02 JAN 23 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1/23/02 11:06 AM

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**EFFECTIVE DATE**  
1/15/02

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**ARTICLES OF INCORPORATION**

(4)

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of the State of Florida.

**ARTICLE I.  
CORPORATE NAME**

The name of the corporation is:

**GM INVESTMENT HOLDINGS, INC.**

**ARTICLE II.  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is any and all business permitted under the laws of the State of Florida, including, but not limited to: the purchase and sale of real property.

**ARTICLE III.  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.001.

**ARTICLE IV.  
TERM OF EXISTENCE**

This corporation shall be in perpetual existence.

**ARTICLE V.  
EFFECTIVE DATE**

The effective date of this Corporation shall be January 15, 2002, or five (5) business days prior to the date of receipt by the Secretary of State.

Prepared by:  
Andrew A. Holness, Esquire  
Florida Bar No.: 155731  
4401 S. University Drive, Suite 302  
St. Petersburg, Florida 33728  
(954)34-6484

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

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

Registered Agent: Michael Holness  
Address: 20501 SW 84<sup>th</sup> Avenue  
Miami, Florida 33189

Principal Office Address: 20501 SW 84<sup>th</sup> Avenue  
Miami, Florida 33189

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE VII.  
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

**ARTICLE VIII.  
INITIAL DIRECTORS**

Name: Michael Holness  
Address: 20501 SW 84<sup>th</sup> Avenue  
Miami, Florida 33189

**ARTICLE IX.  
INCORPORATOR**

The name and address of the person signing these Articles is:

Name: Michael Holness  
Address: 20501 SW 84<sup>th</sup> Avenue  
Miami, Florida 33189

Prepared by:  
Andrew A. Holness, Esquire  
Florida Bar No.: 153731  
4601 S. University Drive, Suite 305  
Ft. Lauderdale, Florida 33328  
(954)34-3484

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**ARTICLE X.  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI.  
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 stockholders, and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 15 day of January, 2002.

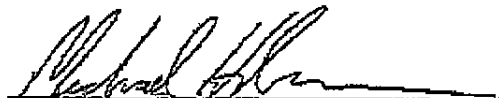
  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED:**

In pursuance of Florida Statutes, chapter 607 and section 48.091, the following is submitted in compliance with said sections.

GM INVESTMENT HOLDINGS, INC., desiring to organize under the laws of the State of Florida, designates as its agent to accept process within this State, Michael Holmes, with its agent's office as indicated in the Certificate of Incorporation, at Town of Miami, County of Miami-Dade, located at 20501 SW 84<sup>th</sup> Avenue, Miami, Florida 33189.

**ACKNOWLEDGMENT:** Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping said office open.

  
Registered Agent

Prepared by:  
Andrew A. Holmes, Esquire  
Florida Bar No.: 155731  
4801 S. University Drive, Suite 805  
Ft. Lauderdale, Florida 33328  
(954)444-8484

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