

**P02000018193**

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**FLORIDA PROFTT CORPORATION OR P.A.**

**GPSHC ACQUISITION SUB, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
GPSHC ACQUISITION SUB, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: GPSHC ACQUISITION SUB, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the 2101 W. Commercial Boulevard, Suite 3500, Ft. Lauderdale, FL 33309.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CHARLES B. PEARLMAN, Esq. FLA. BAR # 233547  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of common stock, par value \$.0001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Marcos Konig, 2101 W. Commercial Boulevard, Suite 3500, Ft. Lauderdale, FL 33309.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

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**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

**ARTICLE IX  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

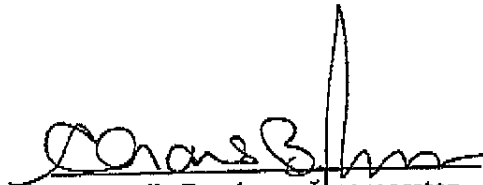
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles  
of Incorporation on the 15<sup>th</sup> day of February 2002.



Charles B. Pearlman, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

GPSHC ACQUISITION SUB, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2101 W. Commercial Boulevard, Suite 3500, Ft. Lauderdale, FL 33309, has named Marcos Konig whose address is 2101 W. Commercial Boulevard, Suite 3500, Ft. Lauderdale, FL 33309, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Marcos Konig

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