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DENNIS SHELDON GOLD*
*ALSO ADMITTED IN NEW YORK

OF COUNSEL
HENRI SHAWN
*ALSO ADMITTED IN NEW YORK

April 09, 2002

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
02 APR 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA
8000052-008-2
-04/10/2002-01064-008
*****122.50 *****78.75

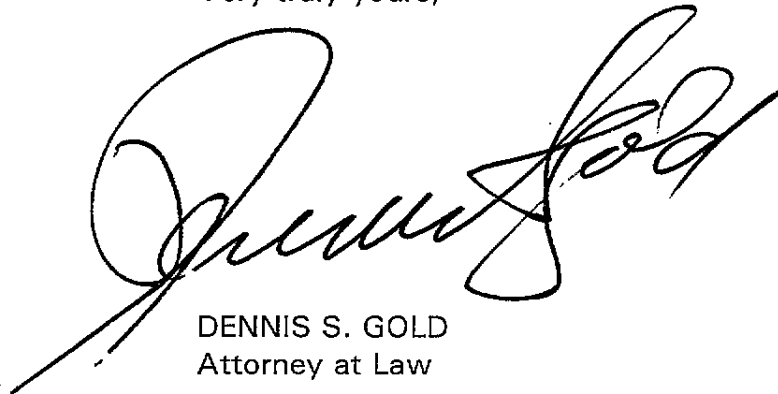
Re: **GPS INTERNATIONAL OF NAPLES, INC.**

Gentlemen:

Enclosed herewith please find original and one copy of *Articles of Incorporation*, original and one copy of *Agent's Appointment and Acceptance*, together with check in the sum of \$122.50 payable to your order for the following costs:

- | | | |
|-----|---|---------|
| (1) | Filing Fee for Articles..... | \$35.00 |
| (2) | Certification of Copy of Articles..... | \$52.50 |
| (3) | Agent's Appointment and Acceptance..... | \$35.00 |

Very truly yours,



DENNIS S. GOLD
Attorney at Law

DSG/bb
Encl.

D. WHITE APR 17 2002

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FILED

ARTICLES OF INCORPORATION

02 APR 10 AM 9:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

GPS INTERNATIONAL OF NAPLES, INC.

ARTICLE I
NAME

The name of this corporation shall be:

GPS INTERNATIONAL OF NAPLES, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of:

- (A) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof. To engage in any

services requiring licensing by a governmental agency, local, state, or federal.

- (B) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any body politic. To represent manufacturing concerns as business sales representatives, to purchase and sell supplies of every type and description.
- (C) To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- (D) To purchase, lease, hire or otherwise acquire, to hold, own, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real property and personal property and any interest, in the State of Florida and elsewhere in the United States or any of the territories or any foreign country.
- (E) Authorized to enter into agreements with financial institutions, banks, lenders, mortgage companies, or any facility that lends or borrows money, or their agents; to borrow or lend moneys for any corporate purpose, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute promissory notes, drafts or bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance of assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds and other obligations for its corporate purpose.
- (F) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in the State of Florida, throughout the United States or elsewhere, and do any other act or acts, thing or things, incidental or pertinent to or connected with the business

hereinbefore described, or any part or parts thereof if not inconsistent with the laws of the State of Florida.

- (G) The enumeration herein of the powers, objects or purposes of the corporation shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly or by force of the General Corporation Laws of the State of Florida, or by the reasonable construction of said laws.
- (H) To engage in any activity or business permitted under the laws of the United States or of the State of Florida as permitted by Florida Statutes.

ARTICLE IV **CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V **PRE-EMPTIVE 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/she already holds, shall have the right to purchase his/her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI **PRINCIPAL OFFICE AND** **MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the corporation will be 2335 Tamiami Trail North, Suite 301, Naples, Florida 34103.

ARTICLE VII **REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 2335 Tamiami Trail North, Suite 301, Naples, Florida 34103, and the name of the registered agent of this corporation at that address is GUION T. DeLOACH, ESQ.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
G. PETER SAURBIER	Suite 301 2335 Tamiami Trail North Naples, Florida 34103

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator of this corporation is:

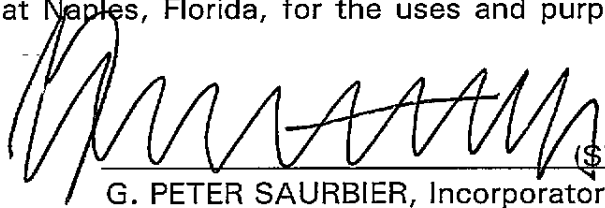
<u>Name</u>	<u>Address</u>
G. PETER SAURBIER	Suite 301 2335 Tamiami Trail North Naples, Florida 34103

ARTICLE X
GENERAL PROVISIONS

- (A) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (B) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at the just valuation to be fixed by its Board of Directors.
- (C) A director of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

- (D) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer or director of the corporation (whether or not he/she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

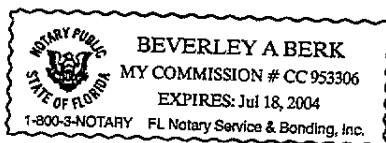
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Naples, Florida, for the uses and purposes aforesaid, on April 09, 2002.

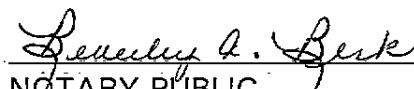
 (SEAL)
G. PETER SAURBIER, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared G. PETER SAURBIER, to me well known to be the person who executed the foregoing *Articles of Incorporation* and he did acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein contained.

WITNESS MY HAND and official seal at Naples, Collier County, Florida, on April 09, 2002.

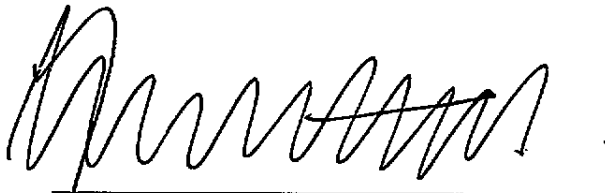



NOTARY PUBLIC
My commission expires:

**AGENT'S APPOINTMENT
AND ACCEPTANCE**

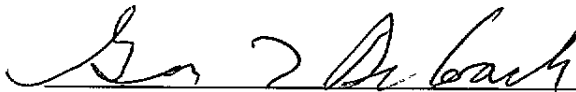
FILED
02 APR 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the incorporator, G. PETER SAURBIER, of **GPS INTERNATIONAL OF NAPLES, INC.**, do hereby unanimously appoint **GUION T. DeLOACH** as Registered Agent for service of process of **GPS INTERNATIONAL OF NAPLES, INC.**



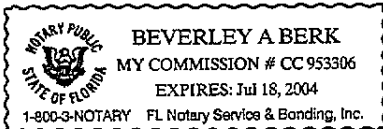
G. PETER SAURBIER, Incorporator


I, **GUION T. DeLOACH**, hereby accept appointment as Registered Agent for service of process for **GPS INTERNATIONAL OF NAPLES, INC.**



GUION T. DeLOACH, ESQ.
Suite 301
2335 Tamiami Trail North
Naples, Florida 34103

SWORN TO AND SUBSCRIBED before me on April 09, 2002.




NOTARY PUBLIC
My commission expires: _____