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Mark C. Payne, P.A.

620 E. Twiggs, Suite 204
Tampa, FL 33602-3937

Attorney at Law
The Dixon Building

(813) 223-6882 (Phone)
(813) 224-0132 (Fax)

June 12, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 24 PM 3:13

Re: Articles of Incorporation
GDM LNY, INC.

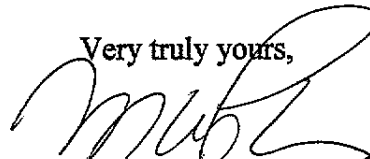
900005929249-1
-06/24/02--01064--009
*****78.75 *****78.75

Dear Sir/Madam:

Please find enclosed an original and one copy of Articles of Incorporation as well as Certificate of Designation of Registered Agent/Registered Office for the above-named corporation, together with this law firm's check in the amount of \$78.75 as required which includes \$8.75 for a certified copy of the Articles. We request that you promptly forward us a certified copy of the filed Articles of Incorporation.

If anything further is required, please do not hesitate to contact us at the above referenced phone number, collect if necessary. Thank you for your assistance in this matter.

Very truly yours,


MARK C. PAYNE

MCP/naw
Enc.

6-25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

02 JUN 24 PM 3:13

GDM LNY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **GDM LNY, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1471 Coastal Place, Dunedin, FL 34628.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent and address is Donald F. Wilson, 1471 Coastal Place, Dunedin, FL 34628.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Donald F. Wilson, 1471 Coastal Place, Dunedin, FL 34628

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Donald F. WILSON, 1471 Coastal Place, Dunedin, FL 34628.

ARTICLE VII: PURPOSE

1. The purpose of the corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The undersigned has executed these Articles of Incorporation this 14 day of June, 2002

Donald F. Wilson
Donald F. Wilson

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF

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REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GDM LNY, INC.
2. The name and address of the registered agent and office is DONALD F. WILSON, 1471 Coastal Place, Dunedin, FL 34628.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Donald F. Wilson
DONALD F. WILSON

Date: 6-14-02