

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
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Phone : (850) 521-1000
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FLORIDA PROFIT CORPORATION OR P.A.**G & P CONSULTING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
G & P CONSULTING, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is G & P CONSULTING, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

A. To act as an investment and consulting company and to engage in any lawful business activity permitted under the laws of the State of Florida.

B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof, to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not

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be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is c/o ERIC M. SAUERBERG, P.A., 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410

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and the name of its initial registered agent at that address is M. KRISTA BARTH, Esquire. The mailing address of the corporation shall be the same.

ARTICLE VIII - DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the initial Board of Directors of this Corporation is two

(1). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

ALVIN T. GREEN
c/o Eric M. Sauerberg, P.A.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

MICHAEL PERSICO
c/o Eric M. Sauerberg, P.A.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

ARTICLE IX - OFFICERS

The names and addresses of the persons to serve as the Corporation's initial Officers until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

President:
ALVIN T. GREEN
c/o Eric M. Sauerberg, P.A.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

Secretary/Treasurer
MICHAEL PERSICO
c/o Eric M. Sauerberg, P.A.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

ALVIN T. GREEN

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c/o Eric M. Sauerberg, P.A.
200 Village Square Crossing, Suite 102
Palm Beach Gardens, FL 33410

ARTICLE XI - COMMON DIRECTORS; TRANSACTIONS
BETWEEN CORPORATIONS

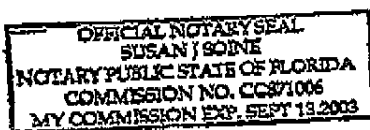
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WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, 2002.

(SEAL)



Susan J. Soine 9/13/02
Notary Public, State of
Florida, at Large

My commission expires:

9/13/02

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that G & P Consulting, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o Eric M. Sauerberg, P.A., 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410.

Second, named M. Krista Barth, Esq. located at 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.


M. Krista Barth, Esq.
Registered Agent

DATE: _____, 2002

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