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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : THE BUSINESS LAW GROUP  
Account Number : I20000000233  
Phone : (407)835-1234  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Garb Enterprises, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

10/3/02 ✓

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ARTICLES OF INCORPORATION  
OF  
GARB ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

**ARTICLE I**  
**Name of Corporation**

The name of the corporation is:

Garb Enterprises, Inc.

**ARTICLE II**  
**Commencement of Business**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**  
**Purpose**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

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**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 7680 Universal Boulevard, Suite 560, Orlando, Florida 32819. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	455 S. Orange Avenue Suite 500 Orlando, FL 32801

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have four (4) directors initially. The name and address of each director is as follows:

<u>Name</u>	<u>Address</u>
Michael C. Morin	7927 Palmdale Orlando, FL 32836
Tony Gonzales	c/o Debra Dolen/Tony Gonzales of Brett William, Inc. 32 Rolfe Place New York, NY 10965
Greg Augustyniak	7329 Hunterdon Court Orlando, FL 32835
Robert Safian	990 Avenue of the Americas Suite 20G New York, NY 10018

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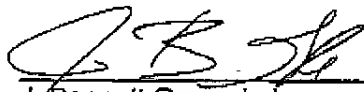
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 7680 Universal Boulevard, Suite 560, Orlando, Florida 32819, and the registered agent at this address is Greg Augustyniak.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 1<sup>st</sup> day of October, 2002.



J. Bennett Grocock, Incorporator

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**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

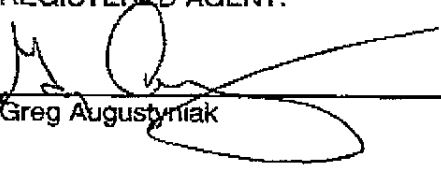
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Garb Enterprises, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 7680 Universal Boulevard, Suite 560, Orlando, County of Orange, State of Florida, 32819, has named Greg Augustyniak, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:

  
Greg Augustyniak

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