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3/12



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 962169 5015487

AUTHORIZATION :

*Patricia P. [signature]*

COST LIMIT : \$ 78.75

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ORDER DATE : March 11, 2003

ORDER TIME : 2:18 PM

ORDER NO. : 962169-005

CUSTOMER NO: 5015487

CUSTOMER: Ms. Linda P. Greer  
White & Brown, P.a.

Suite 102  
9000 Southwest 152 Street  
Miami, FL 33157

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DOMESTIC FILING

NAME: GABA PARENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**GABA PARENT CORP.,**  
**a Florida corporation**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is **GABA PARENT CORP.**

**ARTICLE II**

This corporation is to have perpetual existence.

**ARTICLE III**

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

**ARTICLE IV**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

**ARTICLE V**

The street address of the initial principal office of this corporation is c/o Orion Investment & Management Ltd. Corp., 9000 S.W. 152nd St., Suite 106, Miami, FL 33157, and the name and address of the initial registered resident agent of the corporation is B. Mackay Brown, Esq., 9000 S.W. 152nd St., Suite 102, Miami, FL 33157.

**ARTICLE VI**

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Roberto Chiantera  
c/o Orion Investments & Trust Ltd.  
25, rue de Chantepoulet  
1201, Geneve 1  
Switzerland

Norman J. Buhrmaster  
c/o Orion Investment & Management Ltd. Corp.  
9000 SW 152<sup>nd</sup> St., Ste. 106  
Miami, FL 33157

Barry Brant  
c/o Berkowitz, Dick, et al.  
200 S. Biscayne Blvd., Sixth Floor  
Miami, FL 33131

#### **ARTICLE VII**

The name and address of the person signing these Articles of Incorporation is:

Norman J. Buhrmaster  
c/o Orion Investment & Management Ltd. Corp.  
9000 SW 152<sup>nd</sup> St., Ste. 106  
Miami, FL 33157

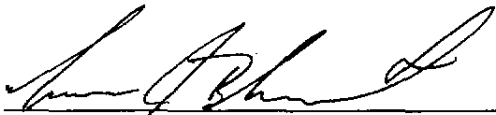
#### **ARTICLE VIII**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### **ARTICLE IX**

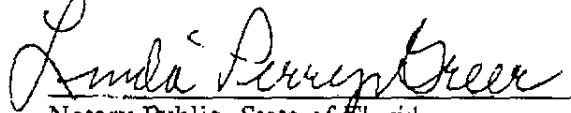
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10<sup>th</sup> day of March, 2003.

  
Norman J. Buhrmaster, Incorporator

STATE OF FLORIDA :  
: ss.  
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me by NORMAN J. BUHRMASTER, who is personally known to me, this 10 day of March, 2003.

  
Notary Public, State of Florida,  
at Large

My commission expires:



Linda Perry Greer  
Commission # DD 036866  
Expires August 8, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc

**ACCEPTANCE OF RESIDENT AGENT**

I **HEREBY CERTIFY** that I am a permanent resident of Miami, Miami-Dade County, Florida, with my business address as indicated above, and I hereby accept the foregoing designation as Resident Agent of **GABA PARENT CORP.**

  
B. MACKAY BROWN

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