

AUG. 7 2003 4:29PM
Division of Corporations

ROGERS TOWERS

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Florida Department of State
Division of Corporations
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Account Number : 076666002273
Phone : (904) 398-3911
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03 AUG - 7 AM 8:39
SECRET
TALLAHASSEE
FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GSE Futbol, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

AUG. 2 2003 4:30PM

ROGERS TOWERS

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**ARTICLES OF INCORPORATION
OF
GSE FUTBOL, INC.**

ARTICLE I - NAME

The name of this Corporation is: GSE Futbol, Inc.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Corporation is 1400 SW 82nd Terrace #823, Plantation, Florida 33324.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207, and the name of its initial registered agent at such address is Richard S. Vermut.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of such person who is to serve as member thereof are:

NAME	ADDRESS
Griffin Siegel	1400 SW 82nd Terrace #823 Plantation, Florida 33324

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator are Richard S. Vermut, 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

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ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of August, 2003.



Richard S. Vermut
Incorporator

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ROGERS TOWERS

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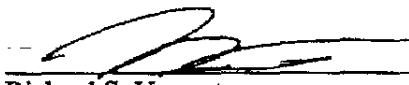
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named 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 GSE Futbol, Inc.
2. The name and address of the registered agent and office are Richard S. Vermut, 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

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.


Richard S. Vermut
Registered Agent

Date: August 7, 2003

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