

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : DUBROW DUKER & ASSOC., P.A.
Account Number : I20000000292
Phone : (954)345-0323
Fax Number : (954)341-9766FILED
SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

Gain Corp of Florida, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION of

Gain Corp of Florida, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Gain Corp of Floroida, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is marketing.

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ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**Gain Corp of Florida, Inc.
3001 Estero Blvd.
Fort Myers, FL 33931**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.
2832 University Drive
Coral Springs, Florida 33065**

ARTICLE VI - OFFICERS

The corporation has 1 officer's:

Richard Barile - President

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

**Richard Barile
3001 Estero Blvd.
Fort Myers, FL 33931**

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

B. Alan Dubrow
3001 Estero Blvd.
Fort Myers, FL 33931

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of September 2003.

 (Seal)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

*Certificate of Registered Agent
of*

Gain Corp of Florida, Inc.

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

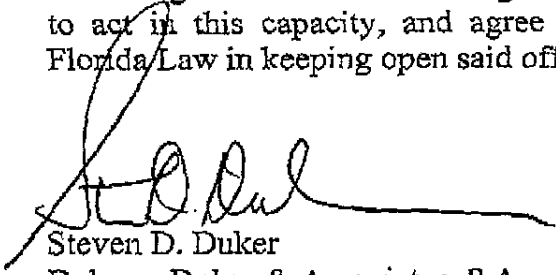
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2832 University Drive
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Steven D. Duker
Dubrow Duker & Associates, P.A.

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