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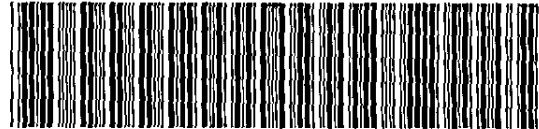
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05 FEB 14 PM 8:58
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RECEIVED

05 FEB 11 PM 3:45

Florida Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302

Re: GMH Group, Inc.

Gentleperson(s):

Enclosed please find Articles of Organization for GMH Group, Inc., and our check in the sum of \$78.75 representing your filing fees.

Please file the enclosed Articles and return a copy.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,



Glenn Hayes

Enclosures

~~2601 S Bayshore Drive, Suite 1400, Miami, FL 33133~~

APPROVED
AND
FILED

05 FEB 14 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GMH Group, Inc.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is **GMH Group, Inc.**,

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial Incorporator and Subscriber hereto is as follows:

Glenn M. Hayes, PO Box 823438 Pembroke Pines, FL 33082

The principal address and the registered office address of the Corporation is:

~~2601 S. Bayshore Drive, Suite 1400, Miami, FL 33133~~
2601 S. Bayshore Drive, Suite 1400, Miami, FL 33133

ARTICLE VII

INITIAL BOARD OF DIRECTORS

There shall be at least two (2) members of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

1. Glenn M. Hayes, PO Box 823438 Pembroke Pines, FL 33082
2. Maria Hayes, PO Box 823438 Pembroke Pines, FL 33082

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

INITIAL REGISTERED OFFICE AND AGENT

ARTICLE IX

Maria Hayes-Vice President

SS:

 **PETER Z. KAMENESH**
MY COMMISSION # DD 276185
EXPIRES: December 18, 2007
Bonded Thru Notary Public Underwriters

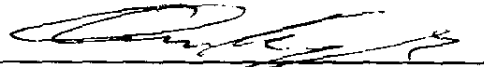
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AND
FILED

05 FEB 16 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.



Glenn M. Hayes, Registered Agent

DATED: 1/27/05