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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

GP GROUP & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
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J. Shivers MAY 04 2005

**ARTICLES OF INCORPORATION
OF**

GP GROUP & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporate Act, Hereby adopts the following articles of incorporation in compliance with Chapter 607 and/or Chapter 621, F.S.:

ARTICLE I: NAME

The name of the corporation shall be:

GP GROUP & ASSOCIATES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

255 Alhambra Circle, Suite 720
Coral Gables, FL 33134

ARTICLE III: NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to issue and have outstanding at any one time is: 100,000 shares of common stock, par value \$1.00 per share.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

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ARTICLE VI: INITIAL OFFICERS AND DIRECTORS

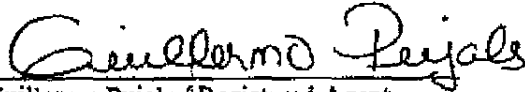
The name(s) and address(es) of the initial officer(s) and director(s), who shall hold office the first day of the corporation existence until their successors are elected, are:

President: Guillermo Pujals
255 Alhambra Circle, Suite 720
Coral Gables, FL 33134

ARTICLE VII: REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned submits the following designating the registered agent and office, in the State of Florida:

Guillermo Pujals
255 Alhambra Circle, Suite 720
Coral Gables, FL 33134



Guillermo Pujals / Registered Agent

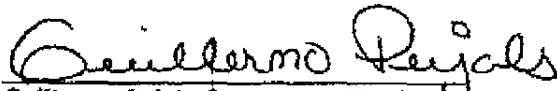
ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these articles of incorporation are:

Guillermo Pujals
255 Alhambra Circle, Suite 720
Coral Gables, FL 33134

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

In witness whereof, the undersigned incorporator and registered agent have executed these articles of incorporation this May 02, 2005



Guillermo Pujals, Incorporator/Registered Agent

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