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06 AUG -9 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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06 AUG -9 PM 4:36  
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TALLAHASSEE, FLORIDA

148 8-10

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** TRACY SPEAR

**DATE:** 08/09/06

**REF. #:** 000197.55976

**CORP. NAME:** G & A REAL ESTATE II, INC.

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

**STATE FEES PREPAID WITH CHECK#** 10045 **FOR \$** 78.75

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |   |
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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
G & A REAL ESTATE II, INC.

---

WE, the undersigned, hereby associate ourselves for the purpose of becoming and forming a body corporation under the laws of the State of Florida, under and by virtue of the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be G & A REAL ESTATE II, INC.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property for the corporation; to make and obtain loans upon real estate, improved or unim-

proved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

B. To engage in the general building business, including the erection of automobile and truck dealership buildings and facilities, office buildings, warehouses, residences, and all other buildings of a similar nature; to operate a contracting business; to purchase, own, hold and sell real property, improved and unimproved, or any interest therein or easement thereon; to alter, demolish or in any other manner improve automobile and truck dealership buildings and facilities, office buildings, warehouses, residences, and real property; to loan money upon real property and to accept secured and unsecured notes as collateral for same, to execute notes and mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed by a builder, and to do any and all other business incidental thereto or connected therewith, and to do and perform any and all things necessary, proper or convenient for, or incidental to, the furtherance of the powers and purposes herein mentioned.

or diminished from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL D. GREGORY	5455 South University Drive Davie, Florida 33328
KEVIN R. AICHER	5455 South University Drive Davie, Florida 33328

#### ARTICLE VIII.

The names and addresses of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, and the offices they hold are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DANIEL D. GREGORY	5455 South University Drive Davie, Florida 33328	President
KEVIN R. AICHER	5455 South University Drive Davie, Florida 33328	Secretary/ Treasurer

#### ARTICLE IX.

The names and addresses of the subscribers to these Articles of Incorporation and a statement of the number of shares which they agree to take are as follows:

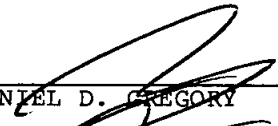
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
DANIEL D. GREGORY	5455 South University Drive Davie, Florida 33328	250
KEVIN R. AICHER	5455 South University Drive Davie, Florida 33328	250

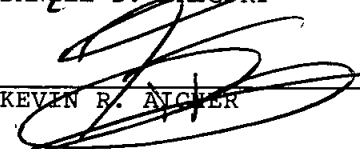
#### ARTICLE X.

The By-Laws of this corporation may provide that less than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, we, the undersigned, have made,

subscribed and acknowledged these Articles of Incorporation,  
this 24 day of July, 2006.

  
\_\_\_\_\_  
DANIEL D. GREGORY (SEAL)

  
\_\_\_\_\_  
KEVIN R. AICHER (SEAL)


STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally ap-  
peared DANIEL D. GREGORY and KEVIN R. AICHER, who are per-  
sonally known to me or who produced N/A as  
identification, and who are to me well known to be the  
persons described in and who executed the foregoing Articles  
of Incorporation, and they acknowledged before me, according  
to law, that they made and subscribed the same for the  
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal this 24 day of July, 2006.



Lawrence J. Meyer  
My Commission DD287386  
Expires February 03, 2008

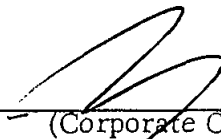
  
\_\_\_\_\_  
NOTARY PUBLIC **LAWRENCE J MEYER**  
State of Florida at Large

My commission expires:

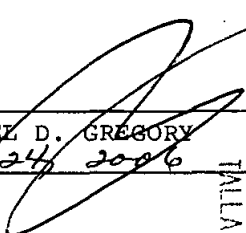
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

That G & A REAL ESTATE II, INC.  
desiring to organize or qualify under the Laws of the State of Florida,  
with its principal place of business at ~~City of~~ Town of Davie  
, State of Florida  
has named DANIEL D. GREGORY  
located at 5455 South University Drive  
~~City of~~ Town of Davie, State of Florida, as its  
33328  
agent to accept service of process within Florida.

SIGNATURE   
(Corporate Officer)  
DANIEL D. GREGORY  
TITLE President  
DATE July 24, 2006

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, 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.

SIGNATURE   
DANIEL D. GREGORY  
DATE July 24, 2006

FILED  
06 AUG -9 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAWRENCE J. MEYER, P.A.

ATTORNEY AT LAW

125 NORTH 46TH AVENUE

HOLLYWOOD, FLORIDA 33021

July 10, 2006

LAWRENCE J. MEYER

TELEPHONE (954) 921-1000

MIAMI (305) 944-1492

FAX (954) 966-7905

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: G & A REAL ESTATE, INC.

Gentlemen:

THE UNDERSIGNED does hereby authorize the  
use of the two following names as it relates to  
our present corporation, G & A REAL ESTATE, INC.:

- 1) G & A REAL ESTATE II, INC.
- 2) G & A REAL ESTATE III, INC.

Thank you for your kind cooperation.

Very truly yours,

G & A REAL ESTATE, INC.

By:

  
DANIEL D. GREGORY  
President

5455 S. University Drive  
Davie, Florida 33328

/jr