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FLORIDA PROFIT/NON PROFIT CORPORATION  
GF HOLDINGS INVESTMENTS, INC.

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May 11, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LAZARUS

SUBJECT: GF HOLDINGS INVESTMENTS, INC.  
REF: W11000026175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article Seven does not list the director for the initial board.

If you have any further questions concerning your document, please call (850) 245-6901.

Pamela Smith  
Regulatory Specialist II  
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May 12, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LAZARUS

SUBJECT: GF HOLDINGS INVESTMENTS, INC.  
REF: W11000026493

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please review the address for the registered agent. It is not consistent in your document for NCG Management, LLC.

If you have any further questions concerning your document, please call (850) 245-6901.

Pamela Smith  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H11000128806  
Letter Number: 611A00011836

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ARTICLES OF INCORPORATION

OF

GF HOLDINGS INVESTMENTS, INC.

The undersigned incorporator to these Articles of Incorporation, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE ONE

NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of the Corporation shall be **GF HOLDINGS INVESTMENTS, INC.**  
The Principal place of Business shall be located at 232 Andalusia Avenue, Suite 202, Coral Gables, Florida 33134.

ARTICLE TWO  
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE THREE  
PURPOSE

The Corporation is organized for the purpose of conducting any and all business investments in the United States of America

ARTICLE FOUR  
SHARES

The number of shares that this Corporation is authorized to issue is 1000 shares.

ARTICLE FIVE  
DIRECTORSHIPS

The qualifications for Directors and the method of their election shall be regulated by the Bylaws of the Corporation.

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ARTICLE SIX  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the corporation is:

NCG MANAGEMENT, LLC  
232 ANDALUSIA AVENUE,  
SUITE 202  
CORAL GABLES, FLORIDA 33134

ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The initial Director shall be:

AIDA CRISTINA MERCADO  
C/O NCG MANAGEMENT, LLC  
232 ANDALUSIA AVENUE,  
SUITE 202,  
CORAL GABLES, FLORIDA 33134

ARTICLE EIGHT  
OFFICERS

The names Addresses and positions of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary:

AIDA CRISTINA MERCADO  
C/O NCG MANAGEMENT, LLC  
232 ANDALUSIA AVENUE,  
SUITE 202,  
CORAL GABLES, FLORIDA 33134

ARTICLE NINE  
INCORPORATOR

The name and address of the incorporator is

NCG MANAGEMENT, LLC  
232 ANDALUSIA AVENUE,  
SUITE 202  
CORAL GABLES, FLORIDA 33134

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ARTICLE TEN  
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Law.

ARTICLE ELEVEN  
INDEMNIFICATION

The corporation shall indemnify each Officer and Director including former Officers and Directors, to the fully extent permitted by the laws of the State of Florida.

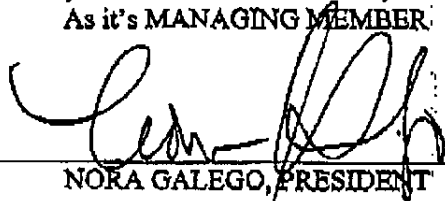
ARTICLE TWELVE  
COMMENCEMENT OF THE CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

The undersigned Incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of May, 2011.

NCG MANAGEMENT, LLC  
By: GALEGO LAW GROUP, P.A.  
As it's MANAGING MEMBER

BY: \_\_\_\_\_

  
NORA GALEGO, PRESIDENT

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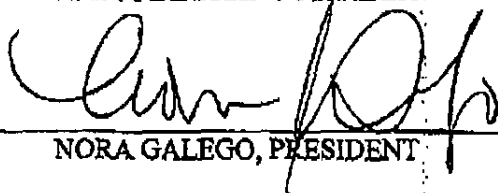
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place business designated herein, I hereby accept the appointment as Registered Agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

NCG MANAGEMENT, LLC  
By: GALEGO LAW GROUP, P.A.  
As it's MANAGING MEMBER.

BY:

  
NORA GALEGO, PRESIDENT

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