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DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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#### RADEY THOMAS YON CLARK

Attorneys & Counselors at Law

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Email: pkeillor@radeylaw.com

September 2, 2011

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Gabor Administrative Services, Inc.

Dear Division of Corporations:

On behalf of Gabor Administrative Services, Inc., enclosed is a check in the amount of \$87.50 for the filing fees of the Articles of Incorporation and obtaining a certified copy and certificate of status of same.

Thank you for your assistance in this matter.

Pam Keillor

On Behalf of Travis Miller

Enclosures

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#### Articles of Incorporation of Gabor Administrative Services, Inc.

SECRETARY OF STATE TALLAHASSEE.FLORIDA

The undersigned incorporator, who is a natural person over the age of eighteen (18) years and who is competent to contract, hereby forms the following Corporation under the laws of the State of Florida.

## Article I Name and Address

The name of the Corporation shall be Gabor Administrative Services, Inc. Its principal office shall initially be located at 3500 Financial Plaza, Suite 400, Tallahassee, FL 32312. The Corporation may establish and maintain the principal office of the Corporation at such other place within the State of Florida or elsewhere as may be determined by the Board of Directors.

#### Article II Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

# Article III <u>Authorized Stock</u>

The authorized capital stock of the Corporation shall consist of 10,000 shares of a single class of Common Stock with a par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may from time to time be determined by the Board of Directors.

## Article IV Term of Corporate Existence

The Corporation shall exist perpetually unless and until dissolved according to law.

# Article V Address of Registered Office and Registered Agent

The registered office of the Corporation shall be 301 South Bronough Street, Suite 200, Tallahassee, FL 32301, and the registered agent of the Corporation at such office shall be Travis Miller. The Board of Directors may from time to time designate a new registered agent or registered office or both.

#### Article VI Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The term of office of the initial Directors shall not be for more than one year after the date of incorporation. The initial Board of Directors shall consist of four (4) members. The size of the Board and the terms of office of its Directors may be altered as provided in the bylaws of the Corporation.

The following persons are designated as the initial members of the Board of Directors:

Larry Sokolow 3500 Financial Plaza, Suite 400 Tallahassee, FL 32312

Corey Simon 3500 Financial Plaza, Suite 400 Tallahassee, FL 32312 Chris Diamantis 3500 Financial Plaza, Suite 400 Tallahassee, FL 32312

Kevin Sokolow 3500 Financial Plaza, Suite 400 Tallahassee, FL 32312

## Article VII Transactions In Which Directors or Officers Are Interested

- A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:
- 1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the Committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or
- 2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- 3. The contract or transaction is fair and reasonable as to Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes,

approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

## Article VIII Indemnification of Directors and Officers

The Corporation may indemnify and may insure its directors and officers to the fullest extent permitted by law.

### Article IX Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation under the laws of the State of Florida this 2 day of September, 2011.

Travis L. Miller, Incorporator 201 South Bronough Street, Suite 200

Tallahassee, FL 32301

STATE OF FLORIDA COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me TRAVIS L. MILLER, who is personally known to me and known to me to be the person who executed the foregoing instrument and who acknowledged before me that he executed the same freely and voluntarily for uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this day of

September, 2011.

Notary Public

My Commission expires:

Commission Number:

PAM KEILLOR

MY COMMISSION # DD 822022

EXPIRES: October 27, 2012

Bonded Thru Notary Public Underwriters

## CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.034, the following is submitted:

Gabor Administrative Services, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 301 South Bronough Street, Suite 200, Tallahassee, FL 32301, as its initial Registered Office and has named Travis Miller located at said address as its initial Registered Agent.

Travis Miller

Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Travis Miller Registered Agent

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