

CORPORATION INFORMATION
SERVICES, INC.
1201 BAY STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

CSO networks

000-342-8086

P95000003361

95 JAN 12 AM 11:47

DIVISION OF CORPORATION

MAIL TO:
P.O. Box 5820
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 524213 4656A

AUTHORIZATION :

Patricia Pizato

COST LIMIT : \$ 122.50

ORDER DATE : January 12, 1995

ORDER TIME : 9:24 AM

900001378219

ORDER NO. : 524213

CUSTOMER NO: 4656A

CUSTOMER: Penny Spisak, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
P. O. Box 12890

Miami, FL 33101-2890

DOMESTIC FILING

P95000003361

NAME: GBP CORP.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Th
1-12-95
02/A

FILED
95 JAN 12 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 6, 1995

CORPORATION INFORMATION SERVICES, INC.

The name GBP, LTD. has been reserved for 120 days beginning January 6, 1995. The reservation number is R95000000060 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 795A00000708

DSK\10155\01\ALGBP
950111

FILED
95 JAN 12 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GBP CORP.**

ARTICLE I - NAME

The name of this corporation is

GBP CORP.,

(hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 3250 Mary Street, 5th Floor, Miami, Florida 33133.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the Corporation's initial registered office in the State of Florida is 3250 Mary Street, 5th Floor, Miami, Florida 33133, and the name of its initial registered agent is: SHERWOOD M. WEISER.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles is:

DAVID S. KENIN
1221 Brickell Avenue
22nd Floor
Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this corporation who are to serve as the Corporation's Directors until their successors are duly elected and qualified are:

<u>NAMES OF DIRECTORS:</u>	<u>ADDRESSES:</u>
SHERWOOD M. WEISER	3250 Mary Street, 5th Floor Miami, Florida 33133
DONALD E. LEFTON	3250 Mary Street, 5th Floor Miami, Florida 33133
WARREN P. WEISER	2665 South Bayshore Drive Suite 1002 Miami, Florida 33133
CAROL GREENBERG BROOKS	2665 South Bayshore Drive Suite 1002 Miami, Florida 33133
PETER L. SIBLEY	3250 Mary Street, 5th Floor Miami, Florida 33133

ARTICLE VII - SHAREHOLDER AND DIRECTOR MEETINGS

(a) The Corporation shall hold a special meeting of shareholders:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(b) Shareholders may participate in regular or special meetings of the Shareholders by means of conference telephone as provided by law.

(c) Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.


ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation as of this 9th day of January, 1995.



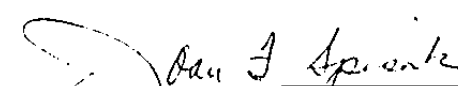
DAVID S. KENIN
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID S. KENIN, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

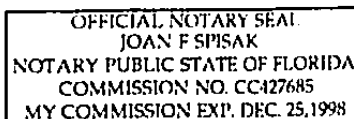
WITNESS my hand and official seal in the State and County aforesaid, this 9th day of January, 1995.

NOTARY SEAL



NOTARY PUBLIC, State of Florida at Large
Name: Joan F. Spisak
Serial No. CC 069328

My Commission Expires: 12/25/98



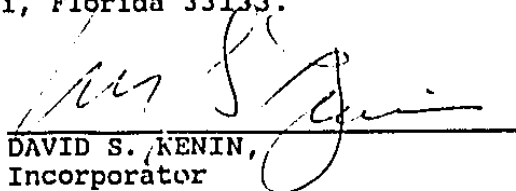
FILED
95 JAN 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
RESIDENT AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is GBP CORP.
2. The name and address of the registered agent and office is:

SHERWOOD M. WEISER
3250 Mary Street
Suite 501
Coconut Grove, Miami, Florida 33133.




DAVID S. KENIN,
Incorporator

DATE: January 9, 1995

**ACCEPTANCE AND ACKNOWLEDGMENT OF
APPOINTMENT OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SHERWOOD M. WEISER,
Resident Agent

DATE: January 9, 1995

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9070
(904) 222-0399 FAX

800-342-8086

P95000003361

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 577711 4656A

AUTHORIZATI : *Patricia Pizzato*

COST LIMIT : 987.50

95 APR 12 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 11, 1995

ORDER TIME : 10:57 AM

ORDER NO. : 577711

600001458186

CUSTOMER NO: 4656A

CUSTOMER: Penny Spisak, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: GBP CORP.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPEL COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: C.C.

4/13
gdy
Amend
C.C.



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

April 12, 1995

FILE DATE

CSC NETWORKS
LORI
TALLAHASSEE, FL

SUBJECT: GBP CORP.
Ref. Number: P95000003361

We have received your document for GBP CORP. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

(7) The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 795A00016502

*Resubmit 4-13-95
* NEED TODAY - please.*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GBP CORP.

55 MAR 12 PM 2:54
SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is GBP CORP. (the "Corporation"), Charter #P95000003361, filed on January 12, 1995.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation by joint unanimous written consent on January 12, 1995, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article II of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

FURTHER RESOLVED, that Article IV of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office in the State of Florida is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133, and the name of its initial registered agent is: WARREN P. WEISER.

FURTHER RESOLVED, that Article VI of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

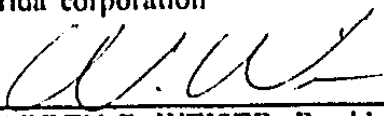
ARTICLE VI - BOARD OF DIRECTORS

The number of Directors of the Corporation shall be determined from time to time by the Corporation's Board of Directors.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.


IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of ^{GIU} CORP. Corporation this 3rd day of April, 1995.

^{GIU} CORP.,
a Florida corporation

BY: 
WARREN P. WEISER, President/DIRECTOR

**AMENDED ACCEPTANCE AND ACKNOWLEDGMENT OF
APPOINTMENT OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


WARREN P. WEISER
Resident Agent

DATE: April 3, 1995