

120 HAYS STREET
TALLAHASSEE, FL 32301
800-142-8086
P95000023972



ACCOUNT NO. : 072100000032
REFERENCE : 564849 5773A
AUTHORIZATION :
COST LIMIT : *

ORDER DATE : March 23, 1995
ORDER TIME : 10:16 AM
ORDER NO. : 564849
CUSTOMER NO: 5773A

564849 14871985
0823/95-11046-005
***490.00 ***122.50

CUSTOMER: Philip M. Berman, Esq
BERMAN & FELDMAN, P.A.
2424 N.e. 22nd Street
Pompano Beach, FL 33062-3099

DOMESTIC FILING

P95000023972-

NAME: GBG, II, INC.

FILED
95 MAR 23 PM 2:02
SECRET
TALLAHASSEE, FL

*695-6482
284-634,677*

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

TLW
3-24-95
02/A



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 MAR 24 11:21:12
DIVISION OF CORPORATIONS

March 23, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: GBG, II, INC.
Ref. Number: W95000006482

We have received your document for GRG, II, INC. and your check(s) totaling \$490.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 595A00013190

Revised

ARTICLES OF INCORPORATION

OF

GBG, II, INC.

FILED
95 MAR 23 PM 2:02
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is GBG, II, INC. The principal address shall be 3530 North 54th Avenue, Hollywood, FL 33021.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This Corporation is authorized to engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seven Hundred Fifty Thousand (750,000.00) shares of common stock of One Cent (\$.01) par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this Corporation is 2424 N.E. 22nd Street, Pompano Beach, Florida 33062, and the name of the initial Registered Agent of this corporation at that

address in Philip M. Berman, Esq., who hereby (i) hereby accepts the appointment of Registered Agent, (ii) acknowledges that he is familiar with and accepts the obligations of that position and (iii) acknowledges that he signed this document making such appointment.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is: Robert Weinstein, 3530 North 54th Avenue, Hollywood, Florida 33021.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Robert Weinstein, 3530 North 54th Avenue, Hollywood, Florida 33021.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this

Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this Corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full

force and effect as if the same had been authorized, approved or ratified by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of March, 1995.



ROBERT WEINSTEIN

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of March, 1995, by ROBERT WEINSTEIN, who is personally known to me or who has produced a valid Florida driver's license or other suitable proof of identification, as the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17 day of March, 1995.



NOTARY PUBLIC
State of Florida

My Commission Expires:

Sitomer.II/KK

PAULETTE BRUNO
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JULY 13, 1996
NO. CC201487

FILED
95 MAR 23 PM 2:02
STATE OF FLORIDA

CERTIFICATE OF RESIDENT AGENT

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST; That, GBG, II, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation in the County of Broward, and State of Florida, has named:

PHILIP M. BERMAN
Attorney at Law
2424 N. E. 22nd Street
Pompano Beach, Florida 33062
(305)731-8000.

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at place designated, in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, relative to keeping open said office.



PHILIP M. BERMAN