

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-142-B086

P95000023978



ACCOUNT NO. : 072100000032

REFERENCE : 564849 5773A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : March 23, 1995

ORDER TIME : 10:13 AM

ORDER NO. : 564849

CUSTOMER NO: 5773A

CUSTOMER: Philip M. Berman, Esq  
BERMAN & FELDMAN, P.A.

2424 N.e. 22nd Street

Pompano Beach, FL 33062-3099

DOMESTIC FILING

P95000023978

NAME: GBG, III, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

RECEIVED  
MAR 23 1995  
TALLAHASSEE, FL 32301

FILED  
95 MAR 23 PM 2 04  
TALLAHASSEE, FL 32301

3-24-95  
02/A



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

March 23, 1995

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

SUBJECT: GBG, III, INC.  
Ref. Number: W9500006484

We have received your document for GBG, III, 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: 195A00013192

*remit*

**ARTICLES OF INCORPORATION**  
**OF**  
**GBG, III, INC.**

FILED  
95 MAR 23 PM 2 06  
TALLAHASSEE

**ARTICLE I - NAME**

The name of the corporation is GBG, III, 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 is Philip A. Berman, Esq., who hereby (i) hereby accept 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 11<sup>\*</sup> day of  
March, 1995.

  
ROBERT WEINSTEIN

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me  
this 11 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 11 day of March, 1995.

  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

Sitomer.III/KK

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

**CERTIFICATE OF RESIDENT AGENT**

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

FIRST; That, GBG, III, 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) 781-8000.

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