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P9500027096

ACCOUNT NO. : 072100000032

REFERENCE : 572412 116222A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 5, 1995

ORDER TIME : 9:36 AM

ORDER NO. : 572412

CUSTOMER NO: 116222A

CUSTOMER: Laura Varney, Legal Asst
DUBOSAR & DAVIDSON, P.A.

Suite 300 East
2255 Glades Road
Boca Raton, FL 33431

300001447833
-04/05/95--01045--010
*****70.00 *****70.00

DOMESTIC FILING

NAME: GP CONSULTING CORPORATION

FILED
95 APR -5 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ 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: Carol M. Hensal

T. BROWN APR - 5 1995

EXAMINER'S INITIALS: _____

RECEIVED
95 APR -5 PM 4:42
OFFICE OF CORPORATION

ARTICLES OF INCORPORATION
OF
GP Consulting Corporation

FILED
.95 APR -5 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **GP Consulting Corporation.**

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Dasco Development Corporation. The street address of the initial registered agent of this corporation is 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Bruce A. Rendina
1200 Corporate Center Way
Suite 100
Wellington, Florida 33414

Donald A. Sands
1200 Corporate Center Way
Suite 100
Wellington, Florida 33414

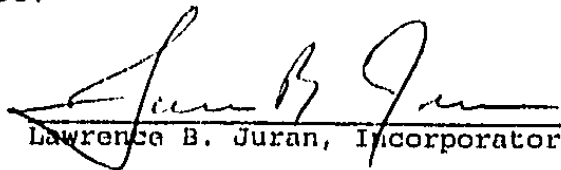
ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Lawrence B. Juran, 2255 Glades Road, Suite 300E, Boca Raton, Florida 33431.

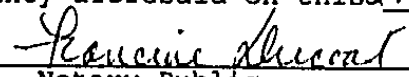
The undersigned has executed these Articles of Incorporation this 27th day of March, 1995.


Lawrence B. Juran, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

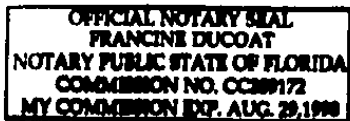
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence B. Juran, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 27th day of March 1995.



Notary Public
State of Florida at Large

My Commission Expires:



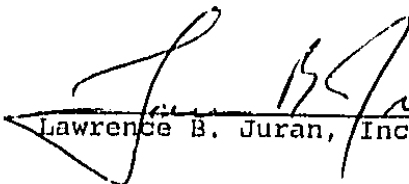
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAR -5 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **GP Consulting Corporation.**
2. The name and address of the registered agent and office is:
Dasco Development Corporation, 1200 Corporate Center Way,
Suite 100, Wellington, Florida 33414.

Dated: MARCH 27, 1995


Lawrence B. Juran, Incorporator

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.

REGISTERED AGENT:
DASCO DEVELOPMENT CORPORATION,
a Florida corporation

Dated: MARCH 27, 1995

By: 
Its: Chief Executive Officer