

600 Main Street  
Tallahassee, FL 32301  
904-222-9871  
904-222-0393 FAX

800-342-8088



**9500031805**

RECEIVED  
OFFICE OF  
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 583670 5773A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : April 21, 1995

ORDER TIME : 4:39 PM

ORDER NO. : 583670

CUSTOMER NO: 5773A

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

2424 N.e. 22nd Street

Pompano Beach, FL 33062-3099

200001462732  
-04/24/95--01003--001  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: GBG, V, 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:

T. BROWN APR 24 1995

FILED  
95 APR 24 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 APR 24 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of the corporation is GBG, V, INC. The principal place of business will be 1406 S.E. 17th Street, Fort Lauderdale, Florida.

**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 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 three directors 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 directors of this Corporation are: Robert Weinstein, 3530 North 54th Avenue, Hollywood, Florida 33021, GILBERT RIVERA, 4 Michael Court, Centreach, Long Island, New York and GARY HANDIS, 954 Madison Place, Merrick, New York 11506.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is: GARY HANDIS, 954 Madison Place, Merrick, New York 11506.

**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 6th day of April, 1995.

  
GARY HANDIS

STATE OF FLORIDA  
COUNTY OF BROWARD

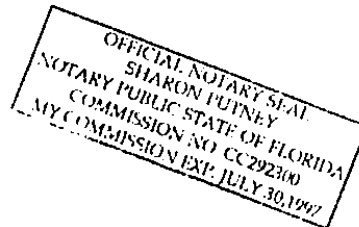
The foregoing instrument was acknowledged before me this 6th day of April, 1995, by GARY HANDIS who are personally known to me or who has produced a valid Florida driver's license or other suitable proof of identification, as the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and they executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6th day of April, 1995.

  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

GBGV/MM



FILED  
95 APR 24 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, 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, V, 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

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **P95000031805 (1)**  
1. Corporation Name  
**GBG, V, INC.**

FILED  
DEC 26 AM 11:14  
TALLAHASSEE, FLORIDA

Principal Place of Business  
~~1408 S.E. 17TH STREET  
FORT LAUDERDALE FL~~

Mailing Address  
~~1408 S.E. 17TH STREET  
FORT LAUDERDALE FL~~

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 198 S. DIXIE		26 1009 S. 21 AVE		04/24/1985			
22 BOCA RATON		27 HOLLYWOOD		4. FET Number		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
23 FLORIDA		28 FLORIDA		5. Certificate of Status Denied		<input type="checkbox"/> \$8.75 Additional Fee Required	
24 33432		25 ALABAMA		29 33020		30 USA	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			

BERMAN, PHILIP M ESQ.  
2424 N.E. 22ND STREET  
POMPANO BEACH FL 33082

81 Name **ROBERT WEINSTEIN**  
82 Street Address (P.O. Box Number is Not Acceptable)  
**1009 S. 21 AVE**  
83  
84 City **HOLLYWOOD** FL 85 Zip Code **33020**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *Robert Weinstein* **ROBERT WEINSTEIN** DATE: **12-19-96**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WEINSTEIN, ROBERT</b>	1.2 NAME	
STREET ADDRESS	<b>3630 NORTH 34TH AVENUE</b>	1.3 STREET ADDRESS	
CITY- ST- ZIP	<b>HOLLYWOOD FL 33021</b>	1.4 CITY- ST- ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RIVERA, GILBERT</b>	2.2 NAME	
STREET ADDRESS	<b>4 MICHAEL COURT, CENTREACH</b>	2.3 STREET ADDRESS	
CITY- ST- ZIP	<b>LONG ISLAND NY</b>	2.4 CITY- ST- ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HANDIS, GARY</b>	3.2 NAME	
STREET ADDRESS	<b>854 MADISON PLACE</b>	3.3 STREET ADDRESS	
CITY- ST- ZIP	<b>MERRICK NY 11508</b>	3.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

**REINSTATEMENT 96**

*AS 12/30/96*

8000020423 Change Addition  
-01/03/97--01022--004  
\*\*\*375.00 \*\*\*375.00

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 177 J, 3(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Robert Weinstein* DATE: **12-19-96** TELEPHONE: **954-922-4811 x32**

CR2E034 (12/95)