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ARTICLES OF INCORPORATION

<u>OF</u>

GIBRALTAR FINANCIAL FOUNDATION, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I NAME

The name of this corporation is:

GIBRALTAR FINANCIAL FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation is:

5651 Corporate Way #2 West Palm Beach, FL 33407

ARTICLE III DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV PURPOSE

This corporation is organized for the purposes of engaging in general and specialized financial transactions and investments; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business. The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V CAPITAL STOCK

This corporation is authorized to issue a maximum of 4,000,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1655 Palm Beach Lakes Blvd. Suite 106 West Palm Beach, FL 33401

The name of the initial registered agent of this corporation at that address is:

George D. Psoinos, P.A.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. However, the number of directors may be either increased or diminished from time to time in accordance with this corporation's by-laws, but there shall never be less than one director. The name and address of the initial director of this corporation is:

ARTICLE VIII INCORPORATOR

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Joseph Ceravolo 244 Orange Avenue Palm Beach, FL 33480

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this $\frac{1}{1+2^{1/2}}$ day of April, 1995.

'Ceravolò Joseph

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this <u>for a</u> day of April, 1995, by Joseph Ceravolo, as Incorporator and as Registered Agent, who is personally known to me/who has produced <u>for a second construction</u> as identification and who did\did not take an oath.

4 Notary Public State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL KAREN L HOLBROOK Notary Public Florida - Palm Beach Co. My Comm. Expires January 02, 1998 Comm # CC 336437

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Gibraltar Financial Foundation, Inc., at the place designated invits Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 if the Florida Statutes.

DATED: <u>April 27</u>, 1995.

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George D. Psoinos, Esq. for George D. Psoinos, P.A. Registered Agent 1655 Palm Beach Lakes Blvd. Suite 106 West Palm Beach, FL 33401