

P950000 49424

FILED  
JUN 26 PM 12:59  
SECRETARY OF STATE  
FLORIDA

06/21/95

# P.B.R

Requester's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

900001520499  
-06/22/95-01043-002  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

GDL ASSOCIATES, INC.



EMPIRE Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSEY JUN 26 1995

~~REGISTERED~~ JUN 22 1995  
489,612,671  
489,612,671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 22, 1995

EMPIRE

MIAMI, FL

SUBJECT: GDL ASSOCIATES, INC.  
Ref. Number: W95000012764

FILED  
1995 JUN 26 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for GDL ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the 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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 095A00030696

ARTICLES OF INCORPORATION

OF

GDL ASSOCIATES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

GDL ASSOCIATES, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To perform management and organization development consulting.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

FILED  
1995 JUN 26 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

#### ARTICLE V

The name and address of the initial registered office, principal place of business, and the initial registered agent is: Germain D. Ludwig, Ed.D., 4336 Forest Hill Boulevard, Suite 174, West Palm Beach, Florida 33406.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3).

The name and address of each person who is to serve as a member of the initial Board of Directors is:

1. Germain D. Ludwig, Ed.D. - President  
437 Trotters Lane  
West Palm Beach, FL 33413
2. Donna-Lee Ludwig - Vice President  
437 Trotters Lane  
West Palm Beach, FL 33413
3. Kyle Ludwig - Secretary/Treasurer  
437 Trotters Lane  
West Palm Beach, FL 33413

#### ARTICLE VII

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1. natural persons; 2. estates, or 3. a trust as

described in 26 U.S.C.S., Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

#### ARTICLE VIII

It is the intention of the incorporators of this corporation that the first Board of Directors adopt the plan under Section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation", which qualifies under the Code.

#### ARTICLE IX

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the stockholder shall have the right to dispose of his or her shares as he or she may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation".

ARTICLE X

The name and address of each incorporator is:

1. Germain D. Ludwig, Ed.D. - President  
4336 Forest Hill Boulevard, Suite 174  
West Palm Beach, FL 33406

Executed by the undersigned at West Palm Beach, Palm Beach County,  
Florida, on this 20 day of June, 1995.

  
\_\_\_\_\_  
Germain D. Ludwig

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

That GDL ASSOCIATES, INC. desiring to organize under the laws of the State  
of Florida, with its principal office as indicated in the Articles of Incorporation at:

4336 Forest Hill Boulevard, Suite 174  
West Palm Beach, FL 33406

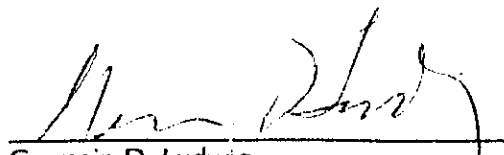
has named:

Germain D. Ludwig, Ed.D.  
4336 Forest Hill Boulevard Suite 174  
West Palm Beach, FL 33406

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

ACKNOWLEDGMENT

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

  
\_\_\_\_\_  
Germain D. Ludwig

FILED  
1995 JUN 26 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA