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CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 637598 81579A

AUTHORIZATION :

COST LIMIT : \$ 122.00

ORDER DATE : July 11, 1995

ORDER TIME : 11:51 AM

ORDER NO. : 637598

CUSTOMER NO: 81579A

CUSTOMER: L. A. GORNTA, JR., Esq.
L. A. GORNTA, JR., ESQ

Suite 400
149-1 South Ridgewood Avenue
Daytona, FL 32114

200001584762

EFFECTIVE DATE
JUL 11 1995

DOMESTIC FILING

NAME: G & H INTERNATIONAL
INTERNATIONAL, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JUL 11 PM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL 11 1995

EFFECTIVE DATE
JUL 10 1995

FILED
95 JUL 11 PM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
G & H INTERNATIONAL MANAGEMENT, INC.

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

ARTICLE I
NAME

The name of this corporation shall be:

G & H International Management, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

104 Blue Lake Court
Longwood, FL 32779-3545

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall commence July 10, 1995, and shall have perpetual existence.

ARTICLE V
NUMBER OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Directors, as such, shall receive such compensation for their services, if any, as may be set

by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI DIRECTORS

The names and addresses of the initial Directors of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name</u>	<u>Address</u>
Jeffrey S. Greenwald, M.D.	104 Blue Lake Court Longwood, FL 32779-3545
Dennis J. Harward	4645 Albritton Road St. Cloud, FL 34772

ARTICLE VII OFFICERS

The names and addresses of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Jeffrey S. Greenwald, M.D. 104 Blue Lake Court Longwood, FL 32779-3545	President, Asst. Secretary and Asst. Treasurer
Dennis J. Harward 4645 Albritton Road St. Cloud, FL 34772	Vice President, Secretary and Treasurer

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these articles are:

<u>Name</u>	<u>Address</u>
L. A. Gornto, Jr., Esq.	149-F S. Ridgewood Avenue Daytona Beach, FL 32114

ARTICLE IX
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

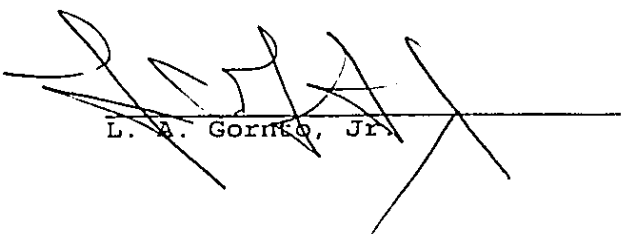
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

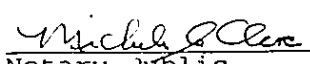
This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the law.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1995.


L. A. Gornito, Jr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 10th day of July, 1995, by L. A. Gornito, Jr., who is personally known to me and who did not take an oath.


Notary Public
State of Florida at Large
My Commission Expires:



MICHELE LEGIERE
Notary Public, State of Florida
My Comm. Exp. Apr. 28, 1996
Comm. No. CC 446577

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUL 11 PM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0505, 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:
G & H International Management, Inc.
2. The name and address of the registered agent and office is:

L. A. Gornto, Jr.
149-F S. Ridgewood Avenue
Daytona Beach, FL 32114

SIGNATURE: 
L. A. Gornto, Jr., Incorporator

DATE: July 10, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

SIGNATURE: 
L. A. Gornto, Jr.

DATE: July 10, 1995