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WRITER'S DIRECT DIAL

July 24, 1995

VIA: COURIER

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

300001545643  
-07/25/95-01076--009  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: GPA International, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of GPA International, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:  
(a) \$35.00 for filing fee; (b) \$35.00 for designation of  
Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

*Marlis J. Spear*

Mrs. Marlis J. Spear  
Legal Assistant

/mjs

Enclosures

cc: A. Guy Neff, Esq.

P:\Tax\RT\Lat\1 Firm

1954-35316

*Pickup 2:15*

ARTICLES OF INCORPORATION

OF

GPA INTERNATIONAL, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be GPA International, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 7444 Republic Drive, Orlando, Florida 32819, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V

### Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 7444 Republic Drive, Orlando, Florida 32819. The name of the initial registered agent of the Corporation at the registered office shall be Jose M. Almeida.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Flavio de Almeida	6131 St. Ives Boulevard Orlando, Florida 32819

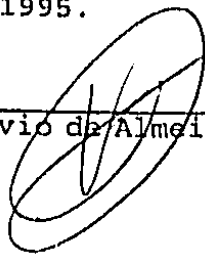
## ARTICLE VIII

### Incorporator

The name and address of the incorporator of the Corporation is:

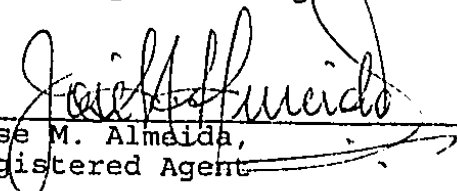
<u>Name</u>	<u>Address</u>
Flavio de Almeida	6131 St. Ives Boulevard Orlando, Florida 32819

Executed this 20th day of July, 1995.

  
Flavio de Almeida, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

  
Jose M. Almeida,  
Registered Agent

Date: July 20, 1995