

P96000005444

December 20, 1995

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are two copies of Certificate of Incorporation for our client GBS Corporation. Also enclosed is a check payable to Secretary of State in the amount of \$122.50 for the following:

| | |
|------------------------------|---------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | 35.00 |

Please mail the completed Corporate Papers to:

Gardenia Enterprises
1110 NE 163 Street, Suite #6
N Miami Beach, Florida 33162

Thank you very much.

Yours Truly,

Gardenia Enterprises

cc: GBS Corporation
file

Dmc
1-8-96

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FILED
96 JAN 16 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

January 8, 1996

GARDENIA ENTERPRISES
1110 NE 163 STREET
SUITE #6
NORTH MIAMI BEACH, FL 33162

SUBJECT: GBS CORPORATION
Ref. Number: W9600000598

We have received your document for GBS CORPORATION 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00000928

ARTICLES OF INCORPORATION
OF
GBS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I. **Name.**

The name of the Corporation is: GBS CORPORATION

Article II. **Duration.**

The duration of the Corporation is perpetual.

Article III. **Nature of Business**

The corporation may engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

Article IV. **Capital Stock.**

The aggregate number of shares which the Corporation is authorized to issue is One million (1,000,000) shares. Such shares shall be common stock of a single class, and shall have a par value of \$ 1.00 per share.

Article V. **Initial Registered Agent and Initial Registered Office**

The street address of the corporation's principal office and the registered office is 455 NW 210th Street, Condo 202, Miami, Florida, 33169 and the name of the registered agent at said address is Phoebe Dalger.

Article VI. **Directors**

The number of directors may be altered from time to time by By-Laws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name

Address

Phoebe Dalger, 455 NW 210th Street, Condo 202, Miami, FL 33169

Herickson Accime, 15400 NE 6th Ave, Apt. 118, North Miami Beach, FL 33162

Said Director shall hold said office until his successor is elected at the organizational meeting of the incorporators of this corporation.

Article VII. Incorporators.

The name and address of each Incorporator to these Articles of Incorporation is:

Phoebe Dalger
Phoebe Dalger (Incorporator)
455 NW 210 Street, Condo 202 Miami, FL 33162

Article VIII. Amendments

These Articles of Incorporation may be amended in the manner provided by law.

Article IX. Meetings

The corporation may hold its meetings of stockholders and/or Directors either within or without the State of Florida.

Article X. Assessments

Article XI. Capitalization

The amount of capital which the Corporation will begin business is not less than \$ 500.00

Article XII. Transfer of Stock

All shares of stock in the Corporation are assignable, and any stockholder may sell, assign and transfer his or her shares and certificates of stock at pleasure, provided, however, that he or she must first offer his or stock for sale to the remaining stockholders, it being the intention hereof to give them the preference in the purchase of said shares, and any attempted sale in violation of this provision shall be null and void.

The stockholder desiring to sell his or her stock shall file notice in writing of his or her intention to do so with the notice in writing of his or intention to do so with the Secretary of the Corporation stating the terms of sale, and unless his or terms are accepted by any or all of the stockholders within ten (10) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she shall be at liberty to sell to anyone else upon those terms or upon terms more favorable to himself or herself.

In the event the said stockholder shall at any time in the future desire to sell his or her stock upon less favorable terms to himself or herself than those contained in the foregoing notice, he or she shall be required to file a new notice as aforesaid stating the new terms which must be accepted within ten (10) days thereafter.

It is further a condition of the transfer of any of the stock of this corporation to any person other than the Corporation to any person other than the corporation to be held as treasury stock that all

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith, without the necessity of any independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except on indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholder of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

Article XV. General Powers

This corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(c) To purchase, take, receive, lease, or otherwise acquire, won, hold, improve, use, and otherwise deal in with real or personal property or any interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise, dispose of all any part of its property and assets.

(e) To lend money to, and use its credit to assist its officers and employees in accordance with F.S. 607.141.

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct obligations, of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property franchise and income.
- (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold personal property as security for the payment of funds so loaned or invested.
- (i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (k) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (l) To make donations for the public welfare or for charitable scientific, or educational purposes.
- (m) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (p) To have and exercise all powers necessary or convenient to effect its purposes.
- (q) Any and all other powers granted to a corporation under the laws of the State of Florida.

debts and obligations of said stockholder to the Corporation shall have been paid in advance of said transfer.

Article XIII. Stockholder's Agreements

When any written agreement is made between stockholders of the Corporation which involves the interest of the Corporation, such agreement shall be binding on the Corporation provided a copy of same shall be filed with the corporate minutes and thereafter said agreement shall be recognized and observed by the officers and agent of the corporation. Agreements between stockholders shall continue binding upon the Corporation until there is filed with the president and Secretary of the Corporation, in duplicate, a written instrument, signed by the persons who originally created such stockholder's agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreements) consenting to the revocation and cancellation of the agreements among the stockholders.

Article XIV. Indemnification

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof if he or she acted in good faith or in a manner he or she believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he or she had not reasonable cause to believe his or her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application that despite the adjudication of liability, such person is fairly and reasonable entitled to indemnity in view of all the circumstances of the case. any indemnification hereunder shall be made only on a determination by a majority of disinterested directors (subject the approval of a majority of stockholders) that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standards of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding on a preliminary determination that the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

The undersigned incorporator, for the purpose of forming a corporation to do business within or without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

STATE OF FLORIDA)
COUNTY OF DALLAS)

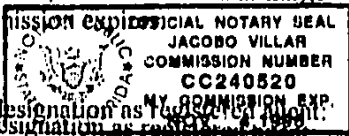
Before me personally appeared Phoebe Dalger, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of December 1996.

[Signature]

Notary Public, State of Florida at Large

My Commission Expires NOV 4 1996
(Seal)



I accept designation as registered agent.

Phoebe Dalger

Phoebe Dalger

455 NW 210th Street, Condo 202 Miami, FL 33169

