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*2-20-96*  
*C.K. 1402*

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FEB 17 1996

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

100001728981  
-02/26/96--01053--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTENTION: INCORPORATION SECTION

REFERENCE: G & D CONSULTING, INC.

ENCLOSED HEREIN YOU WILL FIND TWO (2) COPIES OF THE SIGNED ARTICLES OF INCORPORATION AND YOUR FEE IN THE AMOUNT OF SEVENTY DOLLARS (\$70.00) TO COVER THE REQUIRED INCORPORATION CHARGES.

PLEASE PROCESS AS SOON AS POSSIBLE AND FORWARD THE COMPLETED DOCUMENTS TO:

BJ ACCOUNTING ASSOCIATES, INC.  
5950 W. OAKLAND PARK BLVD.  
SUITE 105  
LAUDERHILL, FLORIDA 33313

THANK YOU FOR YOUR COOPERATION IN THIS MATTER. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE ACCOUNTING OFFICE AT THE ADDRESS AND OR PHONE NUMBER (305-731-1200) LISTED HEREIN.

SINCERELY YOURS,

*Betty Martin*

BETTY MARTIN

ENCS.

BM/B

*ST*  
*2/27*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 26 AM 8:36

ARTICLES OF INCORPORATION  
OF  
G & D CONSULTING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 26 AM 9:36

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby present these Articles of Incorporation for the formation of a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, do hereby make, subscribe, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I  
CORPORATE NAME

The name of this corporation shall be:

G & D CONSULTING, INC.

ARTICLE II  
PURPOSE

The general nature and purpose of the business to be transacted by this corporation shall be:

To engage in every phase and aspect of vehicular consultation and services.

To engage in any other type of lawful business for which the corporation or corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV  
CAPITAL

The amount of capital with which this corporation shall commence business is not less than Two Hundred Fifty Dollars (\$250.00).

ARTICLE V  
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

ARTICLE VI  
ADDRESS

The principal office and mailing address of this corporation shall be located at 1700 University Drive, #220, Coral Springs, Fl. 33071. However, the address may be changed to another location at a later date.

**ARTICLE VII**  
**SUBSCRIBER**

The names and addresses of the subscribers to these Articles of Incorporation are:

DAVID ROTHMAN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

GARY ANDERSEN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The Directors constituting the initial Board of Directors shall be two (2) in number at this time but may change at any time thereafter. The names and addresses of the persons who will serve as board members are:

DAVID ROTHMAN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

GARY ANDERSEN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

**ARTICLE IX**

The original incorporator of this corporation shall have the right upon its organization to assign and deliver his subscription of stock or a specified number of stock shares thereof to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of said corporation; who upon acceptance of such assignment, shall stand in lieu of the incorporator and assume and carry out all the rights, liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of these instruments of assignment.

#### ARTICLE X

The names and addresses of the corporate officers of this corporation and the corporate offices held until a successor and or successors are elected are:

GARY ANDERSEN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

DAVID ROTHMAN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

PRESIDENT

VICE PRESIDENT &  
SECRETARY

#### ARTICLE XI

The corporation shall indemnify any Officer or Director of this corporation to the full extent as permitted by law.

#### ARTICLE XII STOCKHOLDERS

The names and addresses of the stockholders of this corporation and their percentage of shares owned:

DAVID ROTHMAN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

GARY ANDERSEN  
1700 University Dr. #220  
Coral Springs, Fl. 33071

50% (FIFTY PERCENT)

50% (FIFTY PERCENT)

#### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision or provisions thereof, contained in these Articles of Incorporation in the same manner now or hereafter prescribed by Statute, and all rights conferred upon its stockholders herein are granted subject to this condition.

IN WITNESS WHEREOF, the undersigned has made and  
subscribed to these Articles of Incorporation for the uses  
and purposes aforesaid and does hereby declare and certify  
that the facts contained herein are true, this 15  
day of Feb, in the year 1996.

  
DAVID ROTHMAN

  
GARY ANDERSEN

DESIGNATED REGISTERED AGENT AND OFFICE

The designated registered agent and office of  
G & D CONSULTING, INC. is:

IRA MARKOWITZ, ESQ.  
1700 UNIVERSITY DRIVE  
SUITE 220  
CORAL SPRINGS, FL. 33071

and he will accept service of process for the above  
stated corporation at the place designated herein.

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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.

  
\_\_\_\_\_  
IRA MARKOWITZ, ESQ.

DATE: 2/15/88

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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