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**ARTICLES OF INCORPORATION  
OF GAMPEX GROUP, 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 the Corporation shall be: GAMPEX GROUP, INC.

**ARTICLE II - NATURE OF BUSINESS**

The nature of the business or the purposes to be conducted or promoted is to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country or territory or nation.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at: 7365 NW 41<sup>st</sup> Street, Miami, FL 33166.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 7,500 shares of voting common stock having a par value of one dollar (\$ 1.00) per share.

**ARTICLE V - TERM OF EXISTENCE:**

This corporation shall exist perpetually.

**ARTICLE VI - BOARD OF DIRECTORS**

The name and street address of the initial Board of Directors who shall hold office during the first year of the Corporation's existence or until their successors are elected are:

Harvey B. Tolin  
7365 NW 41<sup>st</sup> Street  
Miami, FL 33166

**ARTICLE VII - STOCKHOLDER MEETINGS**

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide.

*This Instrument Prepared by:*  
Laura Santazaria, Attorney at Law  
2809 Bird Ave. # 189  
Miami, FL 33133  
Fla. Bar No. 745979  
(305) 446-0300

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#### ARTICLE VIII - BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

#### ARTICLE IX - DIRECTOR LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of a director's duty of loyalty to the Corporation or its stockholders (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under the provisions of the Florida General Corporation Act, or (4) for any transaction from which the director derived an improper personal benefit.

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any director, officer, or employee, to the full extent permitted by law against all expense, liability, and loss (including attorney's fees, judgments, fines, Employee Retirement Income Security Act of 1974, excise taxes or penalties and amounts paid or to be paid in settlement) reasonable incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, or employee or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) initiated by such person was authorized by the Board of Directors of the corporation.

#### ARTICLE XI - PREEMPTIVE RIGHTS

Each Stockholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XII - INCORPORATOR

The name and address of the Incorporator to these articles of Incorporation is:

Laura Santamaria, Attorney at Law  
2809 Bird Avenue # 189  
Miami, Florida 33133

#### ARTICLE XIII - REGISTERED AGENT

The name and street address of the Registered Agent to these articles of Incorporation is:

Harvey S. TeHa  
7355 NW 41<sup>st</sup> Street  
Miami, FL 33166

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of April, 1996.

  
LAURA SANTAMARIA, Esq.  
(Incorporator)

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, 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: **GAMPEX GROUP, INC.**
2. The name and address of the registered agent and office is:  
**Harvey S. Tolin**  
**7335 NW 41<sup>st</sup> Street**  
**Miami, FL 33166**

Signature:   
**HARVEY S. TOLIN/DIRECTOR**

Dated: 4/20/96

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**TALLAHASSEE, FLORIDA**

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