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MIAMI, FL 33134
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FILED

96 APR 29 11:10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DOCUMENT NO. : 02100000000000000000
REFERENCE : 960343 034260
AUTHORITY :
CASE FILE : 4 PREPARED

ORDER DATE : April 29, 1996
ORDER TIME : 3:29 PM
ORDER NO. : 960343

CUSTOMER NO: 034260
CUSTOMER: Jeffcos S.L. George, Esq
ST. GEORGE & TEJERA
1235 Ponce De Leon Boulevard
Coral Gables, FL 33134

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-04/30/96--01014--005
***122.50 ***122.50

DOMESTIC FILING

NAME: G.I. HOLDING CORPORATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

KA
A-30-96

**ARTICLES OF INCORPORATION
OF
G.I. HOLDING CORPORATION, INC.**

FILED
96 APR 29 11 10 AM
STATE OF FLORIDA

THE UNDERSIGNED, Subscriber to these Articles of Incorporation, natural person, competent to contract, hereby presents these Articles for the formation of a Corporation under the provisions of Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name of this Corporation is: G.I. HOLDING CORPORATION, INC.

The principal office address is: 2140 West 68th Street, Hialeah, Florida 33016

ARTICLE II - NATURE OF CORPORATE BUSINESS

The specific nature of the business to be transacted by this Corporation is the carrying on of any business permitted by law.

The foregoing paragraph shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III - COMMENCEMENT AND DURATION

The duration of this Corporation is perpetual and shall commence on the date of the first meeting of the corporation.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Francisco R. Maderal
initial Registered Office: 2140 West 68th Street, Hialeah, Florida 33016

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96 APR 29 AM 10:4
STATE OF FLORIDA

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Francisco R. Maderal
REGISTERED AGENT

ARTICLE VI - DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholder, but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
FRANCISCO R. MADERAL	2140 West 68th Street, Hialeah, Florida 33016

ARTICLE VII - INCORPORATOR

The names and post office addresses of the incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
FRANCISCO R. MADERAL	2140 West 68th Street, Hialeah, Florida 33016

ARTICLE VIII - VOTING TRUSTS

No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X - CONTRACTS

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XI - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII - RESTRAINT ON ALIENATION OF SHARES

The stockholders of this Corporation shall have the power to include the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existing of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XIII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such stockholder as should desire to sell, transfer, or

otherwise dispose of his shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the by-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a Pension Plan;
2. a Profit Sharing Plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

ARTICLE XIV - AMENDMENT

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 stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XV - PRE-EMPTIVE RIGHTS

All stockholders of the Corporation shall be vested with full pre-emptive rights.

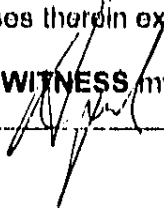
IN WITNESS WHEREOF, I the subscriber, have executed these Articles of Incorporation this 23 day of April, 1996.

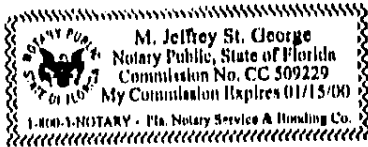

FRANCISCO R. MADERAL

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and

tako acknowledgments in the State and County aforesaid, personally appeared FRANCISCO R. MADERAL, to me known to be the Incorporator described herein and who executed the foregoing Articles of Incorporation, and he/she duly acknowledged to me that he executed the same for the purposes therein expressed.

 WITNESS my hand and official seal in Miami, Dade County, Florida, this 23 day of _____, 1996.





NOTARY PUBLIC

1101 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-224-7700
904-224-0171 FAX

800-344-8086

P 96000037063



ACCOUNT NO. : 072100000032
REFERENCE : 167554 83426A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : November 25, 1996

ORDER TIME : 4:21 PM

ORDER NO. : 167554-005

CUSTOMER NO: 83426A

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-11/26/96--01041--002
*****35.00 *****35.00

CUSTOMER: Jeffrey St. George, Esq
St. George & Tejera
1735 Ponce De Leon Boulevard
Coral Gables, FL 33134

RECEIVED
16914
55 NOV 25

DOMESTIC AMENDMENT FILING

NAME: G.I. HOLDING CORPORATION, INC.

EFFECTIVE DATE: NOVEMBER 18, 1996

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

[Handwritten signature]

FILED
96 NOV 26 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

CSC NETWORKS
JUAN E. JONES
TALLAHASSEE, FL 32301

SUBJECT: G.I. HOLDING CORPORATION, INC.
Ref. Number: P96000037063

RESUBMIT
Please give original
submission date as file date.

We have received your document for G.I. HOLDING CORPORATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 996A00053572

RECEIVED
56 NOV 26 PM 4: 07
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF

G.I. HOLDING CORPORATION, INC.

RECORDED
96 NOV 26 AM 9:57
FILED

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

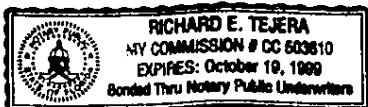
1. The name of this corporation is G.I. HOLDING CORPORATION, INC.
2. The text of the Amendment is as follows:
The name of the Corporation is hereby changed to G.I. AFFILIATES, INC.
3. The Amendment was adopted on the 18th day of November, 1996, and was duly approved by the shareholders in accordance with section 607.1006.

Dated this 20 day of November, 1996.

BY: Francisco R. Maderal
FRANCISCO R. MADERAL
President
G.I. HOLDING CORPORATION, INC.

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this day 20 of November, 1996, by FRANCISCO R. MADERAL, who is personally known to me or who has produced personally known as identification.



Richard E. Tejera
NOTARY PUBLIC