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Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

SUITE 702, THE PLAZA
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
TELEPHONE (407) 391-5555
FACSIMILE (407) 395-5012

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

FILED
96 APR 26 PM 12:38
TALLAHASSEE, FLORIDA

April 24, 1996

TELEPHONE (407) 391-5555
FAX (407) 395-5012
+14073915555 +14073955012

FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
GHN Ventures, Inc.

Dear Sir/madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/cg
Enclosures/chk.

D. BROWN MAY - 1 1996

ARTICLES OF INCORPORATION

OF

GHN VENTURES, INC.

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

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

GHN VENTURES, INC.
2300 Glades Road, Suite 330
Boca Raton, Florida 33431

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To engage in the marketing and sales of products for wholesale and resale in the state of Florida, the continental United States and abroad.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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CLERK OF DISTRICT COURT
NORTH DAVENPORT, IOWA

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is c/o 5355 Town Center Road, Suite 702, Boca Raton, Florida 33486 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Director is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Alan M. George , Director	2300 Glades Road, Suite 330 Boca Raton, Florida 33431
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Stephen J. Hauser, Director	2300 Glades Road, Suite 330 Boca Raton, Florida 33431
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ARTICLE VII

OFFICER

The names and addresses of each initial officer is as follows:

Alan M. George, President and Secretary	2300 Glades Road, Suite 330 Boca Raton, Florida 33431
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Stephen J. Hauser
Executive Vice President
and Treasurer

2300 Glades Road, Suite 330
Boca Raton, Florida 33431

ARTICLE VIII

INCORPORATOR

The name and address of each Incorporator is as follows:

Robert I. Claire

5355 Town Center Road, Suite 702
Boca Raton, Florida 33486

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 24th day of April, 1996.



Robert I. Claire

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Robert I. Claire to me well known and known to me to be the persons 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 24 day of April, 1996.


NOTARY PUBLIC
State of Florida


My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GHN VENTURES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 24th day of April, 1996.


Robert I. Claire
Registered Agent

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