

P96000041673
LAW OFFICE
GEORGE S. GIORGAS
ATTORNEY AND COUNSELOR AT LAW

SEVENTEEN - TEN BUILDING
SUITE 3
1710 SOUTHWEST 27TH AVENUE
MIAMI, FLORIDA 33148
TELEPHONE (305) 448-0808
FAX (305) 448-1808

May 1, 1996

Secretary of State
CORPORATION DIVISION
Tallahassee, Florida

000001816900
-05/10/96--01010--013
*****122.50 *****122.50

Re: G & H RESEARCH, INC.

Gentlemen:

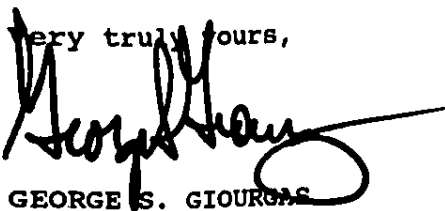
Enclosed please find my check for \$122.50 to cover the cost of filing the enclosed corporation. I am enclosing one extra copy so you may confirm that the corporation has been filed, and that you have assigned a corporate number.

This letter and documents are being sent via UPS (next day service), and it is requested that you return confirmation of the filing in the attached prepaid UPS Airbill.

In the event there is anything else required to file this corporation, or if the filing fees may have changed, please call my office collect and I will see that any additional information is immediately furnish to you.

Thank you.

Very truly yours,


GEORGE S. GIORGAS

GSG/mji
Enc.
c:\...\g&h-rese.cor

MAY 11 1996 BSB

FILED
96 MAY -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
G & M RESEARCH, INC.**

RECEIVED
06 MAY -9 PM 2:47

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is G & M RESEARCH, INC.

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

ARTICLE III. CAPITAL STOCK AUTHORIZED

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money, property, labor or service.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is: 515 East 14th Street, Hialeah, Florida 33010, and the name of the initial registered agent of this Corporations address is: 1491 East 7th Court, Hialeah, Florida 33010.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles is: MYRNA RAMOS, 515 East 14th Street, Hialeah, Florida 33010.

INITIAL BOARD OF DIRECTOR

The number of members of the initial board of directors shall be One. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the Initial Director of this Corporation is:

MYRNA RAMOS, DIRECTOR
515 EAST 14TH STREET
HIALEAH, FLORIDA 33010

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

ARTICLE XI. BYLAW AGREEMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and stockholders provided that such amendment be in compliance with the laws of Florida.

ARTICLE XII. PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. the preemptive right of any holder and all shares of common stock currently authorized and issued.

ARTICLE XIII. ACCEPTANCE OF REGISTERED AGENT

The above named registered agent agrees to act in said capacity and to comply with the provisions of all statutes relative to the performance as a registered agent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 12 day of April, 1996.

Myrna Ramos
MYRNA RAMOS
Incorporator

Inocencia Gonzalez
INOCENCIA GONZALEZ
Registered Agent

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

I HEREBY CERTIFY, that before me, the undersigned authority, personally appeared, MYRNA RAMOS, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the country and state last aforesaid this 12 day of April, 1996.

Louis K. Lesperance
NOTARY PUBLIC

MY COMMISSION EXPIRES:

