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7/15/96

FLORIDA DIVISION OF CORPORATIONS

16:10:53

((H96000009825))

TELETYPE COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAX-T COMM. AGENCY, INC.

DEPARTMENT OF STATE

8400 NW 3RD ST

STATE OF FLORIDA

MIAMI FL 33166

409 EAST CHINESE BLVD

MIAMI FL 33166

TALLAHASSEE, FL 32311

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 590-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: G.G. INC. G.G.E. G.I. INC.

FAX AUDIT NUMBER: H96000009825

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/19/1996

TIME REQUESTED: 16:10:53

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TALLAHASSEE, FLORIDA



FLORIDA DIVISION OF CORPORATIONS

96 JUL 16 PM 1:08

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
Secretary of State

July 16, 1996

**FAS-T CORP. AGENTS, INC.**

**MIAMI, FL**

**SUBJECT: G/G/ INC.**  
**REF: W96000014780**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole  
Corporate Specialist

FAX Aud. #: H96000009825  
Letter Number: 696A00034320

**ARTICLES OF INCORPORATION**  
**OF**  
**G.G.E.G., INC.**

For the purpose of forming a corporation under Ch. 607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

FILED  
96 JUL 16 4 25  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

**ARTICLE I**

The name of this corporation shall be **G.G.E.G., INC.** and its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or outside the State of Florida as the Board of Directors may from time to time deem proper.

**ARTICLE II**

The specific purpose of this corporation is to provide educational consulting services, to market and sell educational material and to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by Laws.

**ARTICLE III**

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

The amount of capital with which this corporation shall begin shall not be less than five hundred dollars (\$500.00).

Prepared by: **Kenneth Gillespie**  
7940 N.W. 50th Street  
Lauderhill, Florida 33351  
(954) 749-6815

#### **ARTICLE V**

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

#### **ARTICLE VI**

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

#### **ARTICLE VII**

The name and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-Laws, is:

Geraldine A. Greer, President  
9521 N.W. 18th Drive  
Plantation, Florida 33322

#### **ARTICLE VIII**

The registered address of the principal office of the corporation shall be:

9521 N.W. 18th Drive  
Plantation, Florida 33322

#### **ARTICLE IX**

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

#### **ARTICLE X**

from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

#### **ARTICLE XV**

##### **SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

#### **ARTICLE XVI**

##### **MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

#### **ARTICLE XVII**

##### **POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVIII**

##### **MEETING BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by means of conference telephone as provided.

#### **ARTICLE XIX**

##### **DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

**ARTICLE XX**

**IDENTIFICATION**

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XXI**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

**ARTICLE XXII**

**NOTICE**

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the stockholders at the following address:

9521 N.W. 18th Drive  
Plantation, Florida 33322

**ARTICLE XXIII**

The name and address of the subscriber to these articles is:

Geraldine A. Greer  
9521 N.W. 18th Drive  
Plantation, Florida 33322

**XXIV**

The name and address of the resident agent of this corporation is:

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Geraldine A. Greer  
9521 N.W. 18th Drive  
Plantation, Florida 33322

ARTICLE XXV

I, Geraldine A. Greer, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for G.G.E.G., INC. herunto set my hand and seal this 12 day of July 1996.

Geraldine A. Greer

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96 JUL 16 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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