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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072000032 *Patricia Pyatt*

REFERENCE : 060432 84529A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 060432

110001028761

CUSTOMER NO: 84529A

CUSTOMER: Mark A. Schaum, Esq  
WINTER & SCHAUM, PA

Suite 137  
2300 Corporate Boulevard, N.w.  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: G-2 CAPITAL MANAGEMENT  
CORPORATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 21 PM 3:35

RECEIVED  
96 AUG 21 PM 12:08  
DIVISION OF CORPORATIONS

*8/21/96*

ARTICLES OF INCORPORATION  
OF

G-2 CAPITAL MANAGEMENT CORPORATION, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 21 PM 3:35

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME:

The name of the corporation shall be:

G-2 CAPITAL MANAGEMENT CORPORATION, INC.

The address of the principal office of this corporation shall be 7766 La Mirada Drive, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2300 Corporate Boulevard, Suite 137, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Mark A. Schaum, Esquire.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Gary Kaltbaum                      7766 La Mirada Drive, Boca Raton, Florida 33433  
Director

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor are elected or appointed are:

Gary Kaltbaum                      7766 La Mirada Drive, Boca Raton, Florida 33433  
President

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

WINTER & SCHAUM, P.A.  
Mark A. Schaum, Esquire  
2300 Corporate Boulevard, Suite 137  
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned agent has hereunto set their hand and seal of  
WINTER & SCHAUM, P.A. on August 20, 1996.

WINTER & SCHAUM, P.A.

By: 

Mark A. Schaum, Esquire  
Account No. 84529A

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Mark A. Schaum, Esquire of WINTER & SCHAUM, P.A., authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

WINTER & SCHAUM, P.A.

By: 

Mark A. Schaum, Esquire