

8960-000070527

**BANKER  
&  
HOSTETLER**  
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000  
FAX (407) 641-0100  
WRITER'S DIRECT DIAL NUMBER (407) 649-4043

August 16, 1996

Domestic Charter Service  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

900001928539  
-08/21/96--01067--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Corporate Formation of Giksu Corporation

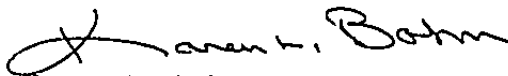
Dear Sir or Madam:

Enclosed for filing with the Secretary of State of Florida are the original and one copy of Articles of Incorporation for Giksu Corporation, together with this firm's check in the amount of \$122.50 to cover the filing fee, certified copy and registered agent designation fees.

Please file the articles as soon as possible and return the certified copy to me by regular United States mail.

Thank you for your assistance in this matter. If you have any questions regarding this formation, please contact me at (407) 649-4043.

Sincerely,

  
Karen L. Bohn  
Legal Assistant

\2908  
Enclosures  
cc: Odiator C. Arugu, Esquire  
(w/encl.)  
D:\24869\96001\L-SOS.A01

AL AUG 23 1996

FILED  
56 AUG 21 AM 8:35

Articles of Incorporation  
of  
GIKSU CORPORATION

FILED  
95 AUG 21 AM 8:35  
THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is GIKSU CORPORATION. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is c/o Baker & Hostetler, 2300 SunTrust Center, 200 South Orange Avenue, Orlando, Florida 32801.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 SunTrust Center, 200 South Orange Avenue, Orlando, Orange County, Florida. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 SunTrust Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a

majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE XI

##### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding

the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 16<sup>th</sup> day of August, 1996.

A.G.C. Co.

By: 

G. Thomas Ball  
Vice President

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this  
16<sup>th</sup> day of August, 1996, by G. Thomas Ball of A.G.C.  
Co., an Ohio corporation, on behalf of the corporation. He is  
personally known to me or has produced \_\_\_\_\_  
as identification.

(NOTARY SEAL)

Karen L. Bohn  
(Notary Signature)

Karen L. Bohn  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. \_\_\_\_\_



KAREN L. BOHN  
MY COMMISSION # CC434547 EXPIRES  
September 10, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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REGISTERED AGENT CERTIFICATE

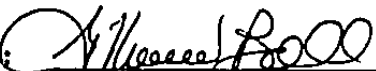
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That GIKSU CORPORATION, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:   
G. Thomas Ball  
Vice President

DATED: August 16<sup>th</sup>, 1996

P96000070527

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 2, 1997

GIKSU CORPORATION  
200 SOUTH ORANGE AVE., 2300 SUNTRUST CEN  
% BAKER & HOSTETLER  
ORLANDO, FL 32801

SUBJECT: GIKSU CORPORATION  
Ref. Number: P96000070527

Debit Memo #: 8497-TT

This is to inform you that check #549 in the amount of \$165.00 submitted with the annual report for GIKSU CORPORATION has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 2, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 097A00029721



# State of Florida



Department of State

## CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for GIKSU CORPORATION, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 15, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000070527.

P96000070527

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Fifteenth day of August, 1997.



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State