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September 24, 1996

UNITED STATES FEDERAL EXPRESS

REPLY TO:

Miami

Florida Department of State  
Division of Corporations  
400 East Congress Street  
Tallahassee, Florida 32399

Re: GSPC Enterprises, Inc.  
Our File No. 95-1018

100001957011  
-09/25/96--01072--007  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of GSPC Enterprises, Inc., a Florida corporation. Also enclosed is a check in the amount of \$122.50 made payable to the Department of State for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,  
EQUELS & FURIA, P.A.

*Judy Wikel Baxter*

Judy Wikel Baxter  
Legal Assistant

*/jwb*  
Enclosures

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TALLAHASSEE FLORIDA  
SEP 25 1996

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**ARTICLES OF INCORPORATION**  
**OF**  
**GSPC ENTERPRISES, INC.**

The undersigned, acting as incorporator of GSPC ENTERPRISES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**GSPC ENTERPRISES, INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

407 Lincoln Road  
Suite 10F  
Miami Beach, FL 33139

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE IV. PURPOSE**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

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TALLAHASSEE FLORIDA

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CLERK OF COURT  
TALLAHASSEE FLORIDA

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Giulio Santoro	407 Lincoln Road, Suite 10F Miami Beach, FL 33139
Pamela W. Cole	407 Lincoln Road, Suite 10F Miami Beach, FL 33139

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Arthur J. Furia	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE IX. INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees)

hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

#### **ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE XI. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Arthur J. Furia, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That GSPC ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named HKE&F Registered Agent Corp., as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
By: Arthur J. Furia, Vice President  
HKE&F Registered Agent Corp.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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