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FILED  
96 SEP 26 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 4, 1996

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32304

ATTENTION: DIVISION OF CORPORATIONS

Re: GIM, Inc.

Dear Sir:

900001948129  
-09/16/96--01056--013  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed herewith please find an original and one(1) copy of  
Articles of Incorporation for GIM, Inc., together with our check  
in the amount of \$122.50, which represents:

- |                     |              |
|---------------------|--------------|
| 1. Filing fees      | 35.00        |
| 2. Certified copy   | 52.50        |
| 3. Registered Agent | <u>35.00</u> |

\$122.50

Please return a certified copy to this office.

Thank you.

Sincerely,

BARBARA STEINER  
Legal Assistant

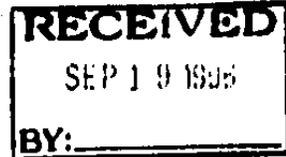
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

September 17, 1996

**BARBARA STEINER LEGAL ASSISTANT**  
797 DOUGLAS AVE  
ALTAMONTE SPRINGS, FL 32714

**SUBJECT: GIM, INC.**  
Ref. Number: W96000019551

We have received your document for GIM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 398A00043065

ARTICLES OF INCORPORATION  
OF  
GIM OF SEMINOLE COUNTY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GIM OF SEMINOLE COUNTY, INC., whose principal office or mailing address is 520 Whisper Wood Drive, Longwood, Florida 32779.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 520 Whisper Wood Drive, Longwood, Florida

32779, and the name of the initial registered agent of this corporation at that address is Alan R. Ingrassia.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The names and addresses of the initial directors of this corporation are:

Alan R. Ingrassia  
520 Whisper Wood Drive  
Longwood, Florida 32779

Karla M. Ingrassia  
520 Whisper Wood Drive  
Longwood, Florida 32779

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles are:

Alan R. Ingrassia  
520 Whisper Wood Drive  
Longwood, Florida 32779

Karla M. Ingrassia  
520 Whisper Wood Drive  
Longwood, Florida 32779

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the

shareholders is subject to this reservation.

**ARTICLE XI - INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 5th day of September, 1996.

Alan R. Ingrassia  
ALAN R. INGRASSIA, Subscriber  
Karla M. Ingrassia  
KARLA M. INGRASSIA, Subscriber

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 5th day of September, 1996, by ALAN R. INGRASSIA and KARLA M. INGRASSIA, husband and wife, who are personally known to me or who have produced drivers' licenses as identification.



LAWRENCE R. STEINER  
My Commission No. C274222  
Expires Apr 11 1997  
Bonded By ANB  
800-852-5878

Lawrence R. Steiner  
Notary Public  
My commission expires:

Having been named registered agent to accept service of process for the above-stated corporation, at the place designated in the articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

Alan R. Ingrassia  
ALAN R. INGRASSIA, Registered Agent