

P96000089550

LAW OFFICES OF
STARSON & DIJOLS, P.A.

The Gulfstream Building
8751 W. Broward Boulevard
Suite 100
Plantation, Florida 33324
(954) 472-8314
Telefax (954) 472-0000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 11:10:05

PETER P. STARSON, JR., P.A.
PEDRO E. DIJOLS, P.A.*
VINCENT J. PRAVATO

* Member of New York and
Florida Bar

September 20, 1996.

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001866510
-10/07/96--01041--005
****122.50 ****122.50

To whom it may concern:

Enclosed, please find the Articles of Incorporation for GDM MANAGEMENT, INC.
Also enclosed, please find a check for \$122.50 for the incorporation fee and a certified copy.

Sincerely,

Peter P. Starson, Jr.
Peter P. Starson, Jr.
Attorney at Law

*W96-21363
PK
10/9/96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

PETER P. STARSON, JR., ESQ.
8751 W BROWARD BLVD, SUITE 106
PLANTATION, FL 33324

SUBJECT: GDM MANAGEMENT, P.A.
Ref. Number: W96000021363

COPY

We have received your document for GDM MANAGEMENT, P.A. 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 specific nature of business of the professional association must be stated in the document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 196A00046048

ARTICLES OF INCORPORATION

OF

GDM MANAGEMENT, INC.

SECRET FILED
DIVISION OF CORPORATIONS
96 OCT 29 PM 10:05

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

Article One - Name

The name of the corporation is GDM MANAGEMENT, INC.

Article Two - Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article Three - Term of Existence

The corporation shall have perpetual existence commencing upon the filing of these articles.

Article Four - Capital Stock

This corporation is authorized to issue a maximum of One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

Article Five - Preferences, Limitations
and Relative Rights of shares of
Capital Stock

Section 1. Dividends:

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

Section 2. Rights upon Liquidation or Dissolution:

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

Section 3. Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

Article Six - Preemptive 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/she already holds, shall have the right to purchase his/her pro rata share thereof, at the price at which it is offered to others.

Article Seven - Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

GERRY DORVIL
10117 W. Oakland Park Blvd.
Suite 407
Sunrise, Florida 33351
Registered Agent

Article Eight - Principal Place of Business

The initial principal place of business for GDM MANAGEMENT, P.A. shall be:

10117 W. Oakland Park Blvd.
Suite 407
Sunrise, Florida 33351

Article Nine - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than One (1).

Article Ten - Initial Directors

The name of the Initial Director of this corporation and the street address:

GERRY DORVIL
10117 W. Oakland Park Blvd.
Suite 407
Sunrise, Florida 33351

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

Article Eleven - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article Twelve - Action without a meeting

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

Article Thirteen - Incorporation by Reference

Any and all conditions, terms, limitations, promises and covenants that appear in a preincorporation agreement for GMD MANAGEMENT, INC. shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with Secretary of State.

Article Fourteen - Incorporator

The name and address of the person signing these Articles of Incorporation is:

GERRY DORVIL
10117 W. Oakland Park Blvd.
Suite 407
Sunrise, Florida 33351

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on this 14th day of February, 1996.

Gerry Dorvil
Incorporator

Article Fifteen - Special Provisions

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" Corporation.

STATE OF FLORIDA)
) ss
COUNTY OF)

BEFORE ME, a Notary Public, personally appeared
GERRY DERVIL to me known to be the person described as
Incorporator and has produced as identification
FIA DR LIC. and who executed the foregoing Articles of
Incorporation, and acknowledge before that he/she subscribed to
these Articles of Incorporation on this 14th day of
FEBRUARY, 1996.

Diane D'Alessandro
Notary Public

My commission expires:



Notary Public, State of Florida
DIANE D'ALESSANDRO
My Comm. Exp. June 7, 1996
Comm. No. CC 206603

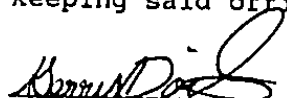
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVICED

Pursuant to Chapter 48, Florida Statute § 48.091, the following is submitted, in compliance with said Act: First, that GDM MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, State of Florida has named Gerry Dorvil, City of Sunrise, County of Broward, State of Florida, as its registered agent to accept service of process within the State.


Gerry Dorvil

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 AM 10:05