

P96000089746
SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33411
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WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 635-0500
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 PM 2:51

October 28, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: G.H.S., Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for G.H.S., Inc., together with a check in the amount of \$122.50. This check represents payment for the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned in the enclosed FedEx envelope.

Sincerely,

SHUTTS & BOWEN

Jeanne Bauer
Jeanne Bauer

Certified Legal Assistant
Real Estate Specialist

Enclosures

cc: Mr. Leon Gabay (with enclosure via fax)
Arthur J. Menor, Esquire

WPB95 29222.1 - JMB

D. BROWN OCT 31 1996

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1063 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011 3120 681 0999
FACSIMILE 011 3120 642 1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2081

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 5RL ENGLAND
TELEPHONE 011 4471 493 4440
FACSIMILE 011 4471 493 4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358 6303
BROWARD (305) 467 8041
FACSIMILE (305) 381 9982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423 3200
FACSIMILE (407) 425 8318

ARTICLES OF INCORPORATION
OF
G.H.S., INC.

SECRET FILED
DIVISION OF REVENUE
95 OCT 29 PM 2:51

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation shall be G.H.S., Inc.

SECOND: The principal place of business and mailing address of this corporation shall be 18000 Jog Road, Boca Raton, Florida 33496.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: The name and street address of the initial officers and directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS

OFFICE

S. Robert Stone, III
18000 Jog Road
Boca Raton, Florida 33496

President/Director

Robert Hausman
18000 Jog Road
Boca Raton, Florida 33496

CEO/Director

Leon Gabay
18000 Jog Road
Boca Raton, Florida 33496

Vice President/Secretary/
Treasurer/Director

SIXTH: The name and address of the initial registered agent is:

Corporation Company of Miami
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

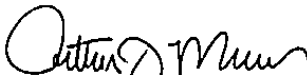
SEVENTH. The name and street address of the incorporator to these Articles of Incorporation is:

Arthur J. Menor
c/o Shutts & Bowen
250 Australian Avenue South
Suite 500
West Palm Beach, Florida 33401

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

NINTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 28 day of October, 1996.

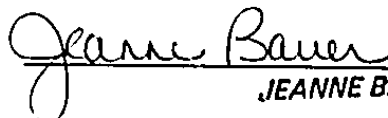


ARTHUR J. MENOR
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of October, 1996, by Arthur J. Menor, who is personally known to me or who has produced a valid Florida driver's license as identification.

OFFICIAL NOTARIAL SEAL:

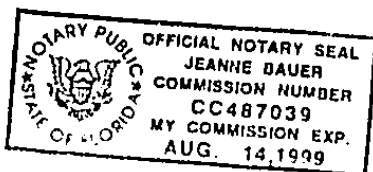


JEANNE BAUER

(type, print, or stamp name)
Notary Public

My Commission Expires:

Commission No.:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 PM 2:51

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is G.H.S., Inc.
2. The name and address of the registered agent and office is:

Corporation Company of Miami
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

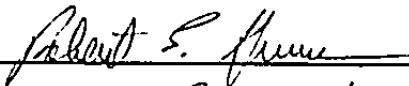


Arthur J. Menor
Incorporator

Date: October 28, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CORPORATION COMPANY OF MIAMI

By: 

Its: Vice President

Registered Agent

Date: October 28, 1996