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LAW OFFICES
ROBERT W. STEWART, P.A.
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THIRD FLOOR
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-7272
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ADMITTED:
FLORIDA AND DISTRICT OF
COLUMBIA

December 12, 1996

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

RE: Gloucester, Inc.

Dear Sir/Madam:

Enclosed for filing please find:

1. Two Original counterparts of the Articles of Incorporation of the above-referenced corporation;
2. A check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50), payable to the Secretary of State, representing the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>

TOTAL \$122.50

Once the original Articles have been filed, kindly forward the certified copy to this office in the self-addressed stamped envelope provided herewith for your convenience.

If I may be of any further assistance in regard to the aforementioned, please feel free to contact our office.

Sincerely,



Claire M. Scott,
Legal Assistant

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DIVISION OF CORPORATIONS
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effective
12-12-96

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December 13, 1996

Sharon Tala
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Gloucester, Inc.

Dear Sharon:

As promised herewith please find check no. 11286 in the amount of \$122.50 for the filing of the above referenced corporation.

Should you have any questions, please feel free to contact our office.

Sincerely,


Aricem Aponic

**ARTICLES OF INCORPORATION
OF
GLOUCESTER, INC.**

*effective
12-12-96*

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

Article I.

CORPORATE NAME

The name of the corporation shall be GLOUCESTER, INC.

Article II.

MAILING ADDRESS

The mailing address of the corporation shall be 730 Sistina Avenue, Coral Gables, Florida 33146.

Article III.

AUTHORIZED SHARES

The number of shares the corporation is authorized to issue shall be 10,000 shares with a par value of \$1.00 per share.

Article IV.

CLASSES OF SHARES

The corporation is authorized to issue one class of shares that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

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Article V.

PREFERENCES

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

Article VI.

PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

Article VII.

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 625 University Drive, Coral Gables, Florida 33134. The initial registered agent at that office is FELIX R. CASTILLO.

Article VIII.

INCORPORATORS

The name and address of each incorporator is:

JOSE M. MARTINEZ
730 Sistina Avenue
Coral Gables, Florida 33146

Article IX.

DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

FELIX R. CASTILLO
625 University Drive
Coral Gables, Florida 33146

JOSE M. MARTINEZ
2100 Salzedo Street
Coral Gables, Florida 33134

Article X.

PURPOSE

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article XI.

INDEMNIFICATION

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850.

Article XII.

BY LAWS

The power to adopt, alter amend or repeal by-laws is reserved to the shareholders of the corporation.

Article XIII.

RESTRICTIONS ON TRANSFER OF SHARES

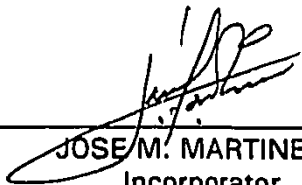
Any transfer of shares of the corporation shall obligate the shareholder first to offer the corporation and the other shareholders, consecutively, an opportunity to acquire the shares proposed for transfer.

Article XIV.

EFFECTIVE DATE

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.


In witness whereof this instrument has been executed the 12th day of December, 1996.



JOSE M. MARTINEZ,
Incorporator

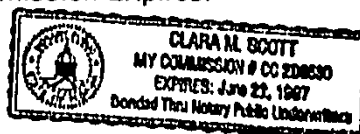
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by JOSE M. MARTINEZ, who is personally known to me and who did take an oath.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.



FELIX R. CASTILLO, Registered Agent

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