

P97000005387



ACCOUNT NO. : 072100000032

REFERENCE : 225922 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizutto*

ORDER DATE : January 17, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 225922-005

CUSTOMER NO: 4303929

300002062013--1

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

FILED  
97 JAN 17 PM 3:20  
SECRET  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GARDNER SIMPSON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED  
97 JAN 17 AM 11:28  
DIVISION OF CORPORATION

*VR*  
1-17-97

**ARTICLES OF INCORPORATION**

**OF**

**GARDNER SIMPSON, INC.**

FILED  
97 JAN 17 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is GARDNER SIMPSON, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 210 E. 75<sup>th</sup> Street, Apt. 6A, New York, NY 10021.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is: 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Suzanne Gardner Keeton  
210 E. 75<sup>th</sup> Street  
Apt. 6A  
New York, NY 10021

Elizabeth Simpson Ansley  
210 E. 75<sup>th</sup> Street  
Apt. 6A  
New York, NY 10021

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#### ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14 day of January, 1997.

*P. Menendez Cambo*

Patricia Menendez Cambo, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GARDNER SIMPSON, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

BY: *Karen Rozar*

Karen Rozar, Agent for Registered Agent

Dated: January 17, 1997.