

P97000011446

2/05/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:46 AM

((H97000002099 4))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200 FAX #: (954)766-7800

NAME: GLM ACQUISITION, INC.
AUDIT NUMBER.....H97000002099
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] || COMPUSER|| MENU || 0:02:42|| 09:48a|| Capture Off

RECEIVED
97 FEB -5 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB -5 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/5/97

H9700002099

FILED
97 FEB -5 AM 11:02
SECRETARY OF STATE
TALAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GLM ACQUISITION, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: GLM ACQUISITION, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 8892 152nd Street, South, Delray Beach, Florida 33446.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JOEL D. MAYERSOHN, ESQ. # 0093492
Atlas, Peariman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

H97000002099

99827/001.9219/66

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.0001 per share and 1,512,000 shares of blank check preferred stock with no par value.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

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

South Florida Registered Agents
200 E. Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Directors of this Corporation are:

William Black
Scott Patterson
Sal Cuccia
8892 152nd Street, South
Delray Beach, Florida 33446

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until his or her successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn, 200 E Las Olas Blvd., Suite 1900, Ft. Lauderdale, FL 33301.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 5th day of February, 1997.



Joel D. Mayersohn, Incorporator

H97000002099

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

GLM ACQUISITION, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 8892 152nd Street, South, Delray Beach, Florida 33446 has named South Florida Registered Agents, Inc. whose address is c/o Atlas, Pearlman, Trop & Borkson, 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan
Beverly F. Bryan, President

FILED
97 FEB -5 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97/5124.100/72966

H97000002099