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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: G.D. PARKER, INC.

AUDIT NUMBER.....H97000002125

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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FEB-05-97 12:03 FROM: RUDEN McCLOSKEY MIAMI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

G.D. PARKER, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

G.D. PARKER, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 4995 N.W. 72 Avenue, Sta. 400, Miami, Florida 33166.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 500 shares of Common Stock, per value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131 and the initial registered agent of this Corporation at that address shall be Armando E. Lacasa.

Prepared by: Armando E. Lacasa Esq.
Ruden, McClosky, Smith, Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, FL 33131
(305) 789-2700
FBN 232203

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ARTICLE V
INCORPORATOR

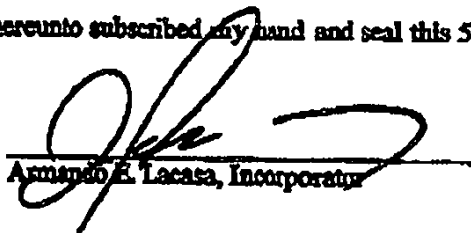
The name and street address of the person signing these Articles of Incorporation is:

Armando E. Lacasa

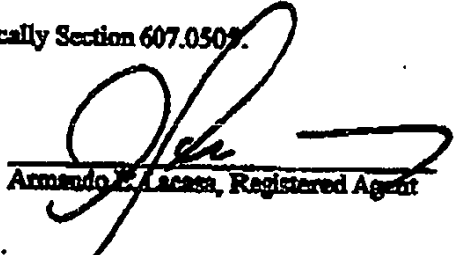
701 Brickell Avenue, Suite 1900

Miami, Florida 33131

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 5th day of February, 1997.


Armando E. Lacasa, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0509.


Armando E. Lacasa, Registered Agent

This instrument prepared by:

Armando E. Lacasa, Esq.
Rudin, McCarthy, Smith, Silvestri & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
FEB 05 1997

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