

P970 00011951

**ROSS & BURGER, P.A.**

A PROFESSIONAL ASSOCIATION  
GROVE PLAZA • SEVENTH FLOOR  
2900 SOUTHWEST 28TH TERRACE  
**MIAMI, FLORIDA 33133**

TELEPHONE (305) 441-2470  
FACSIMILE (305) 442-2559

January 9, 1997

Via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

400002055064--2  
-01/13/97--01002--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: GCS Corp.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation, Designation of Registered Agent and Registered Office in regards to the above captioned corporation. Also enclosed is our firm's check in the amount of \$122.50, representing filing fee of corporation (\$35.00), certified copy (\$52.50), and registered agent fee (\$35.00).

Please forward a certified copy of same to our office.

Thank you for your kind attention to this matter.

Very truly yours,

**TIMOTHY W. ROSS**

Timothy W. Ross

TWR:kr

Enclosures

W97-1176

AL FEB - 6 1997

FILED  
97 FEB - 6 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 16, 1997

TIMOTHY W. ROSS  
2900 SOUTHWEST 28TH TERRACE  
GROVE PLAZA, SEVENTH FLOOR  
MIAMI, FL 33133

SUBJECT: GCS CORP.  
Ref. Number: W97000001176

We have received your document for GCS CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 897A00002352

**ROSS & BURGER, P.A.**

A PROFESSIONAL ASSOCIATION  
GROVE PLAZA • SEVENTH FLOOR  
2900 SOUTHWEST 28TH TERRACE  
**MIAMI, FLORIDA 33133**

TELEPHONE (305) 441-2470  
FACSIMILE (305) 442-2559

February 4, 1997

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

Attn: Agnes Lunt/Corporate Specialist

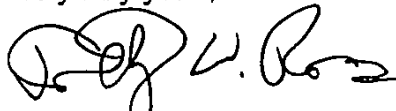
Re: Subject : GCS CORP.  
Ref. Number : W97000001176  
Letter Number: 897A00002352

Dear Ms. Lunt:

Per your instructions, a new name has been selected for GCS Corp, and all necessary changes have been made to the Articles of Incorporation. Enclosed please find the original and a copy of Articles of Incorporation and Designation of Registered Agent and Registered Office to be filed on behalf of Global Insurance Consultants, Inc.

Thank you for your kind attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Timothy W. Ross', with a stylized flourish at the end.

Timothy W. Ross

TWR:kr

Enclosures

**ARTICLES OF INCORPORATION**  
**Global Insurance Consultants, Inc.**

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the corporation's operation:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**I. NAME OF INCORPORATION**

The name of this corporation shall be Global Insurance Consultants, Inc.

**II. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To operate a service corporation and to engage in any activities or business permitted pursuant to the laws of the United States of Florida.
- B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

**III. CAPITAL STOCK**

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

**IV. DURATION**

The corporation shall have a perpetual existence.

**V. REGISTERED AGENT**

The street address, principal office and mailing address of this corporation's initial registered office is: 147 Alhambra Circle, Suite 121, Coral Gables, FL 33134, and the

name of its initial registered agent at said address is Faustino G. Garcia.

#### VI. INCORPORATOR

The name and address of the Incorporators are as follows:

- |    |  |   |
|----|--|---|
| 1. | Faustino G. Garcia<br>President/Director<br>147 Alhambra Circle<br>Suite 121<br>Coral Gables, FL 33134 |   |
| 2. | Jorge C. Coro<br>Secretary/Director/Treasurer<br>878 South Dixie Highway<br>Coral Gables, FL 33146     | 3. Edward R. Scott, II<br>Vice President/Director<br>1100 E. Tennessee Street<br>Suite B<br>Tallahassee, FL 32308 |

#### VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of four people. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of each Director of this corporation are:

- |    |  |   |
|----|--|---|
| 1. | Faustino G. Garcia<br>President/Director<br>147 Alhambra Circle<br>Suite 121<br>Coral Gables, FL 33134 |   |
| 2. | Jorge C. Coro<br>Secretary/Director/Treasurer<br>878 South Dixie Highway<br>Coral Gables, FL 33146     | 3. Edward R. Scott, II<br>Vice President/Director<br>1100 E. Tennessee Street<br>Suite B<br>Tallahassee, FL 32308 |

#### VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

#### XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### XII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation in the State of Florida, this \_\_\_\_\_ of \_\_\_\_\_, 1996.

G L L  
Incorporator

[Signature]  
Incorporator

[Signature]  
Incorporator

[Signature]  
Incorporator

G L L  
Registered Agent

STATE OF FLORIDA

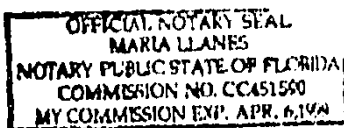
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JORGE C. CORO, FAUSTINO G. GARCIA, EDWARD R. SCOTT, II, who are personally known to me \_\_\_\_\_ or who have produced identification \_\_\_\_\_, type of identification \_\_\_\_\_, and who executed the foregoing Articles of Incorporation, and be acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 30<sup>th</sup> of DECEMBER, 1996.

Maria Llanes  
NOTARY PUBLIC  
State of Florida

My Commission Expires:



**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : Global Insurance Consultants, Inc.  
NAME OF REGISTERED AGENT : Faustino G. Garcia  
ADDRESS OF REGISTERED AGENT : 147 Alhambra Circle  
Suite 121  
Coral Gables, FL 33134

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

F. G. Garcia  
Faustino G. Garcia

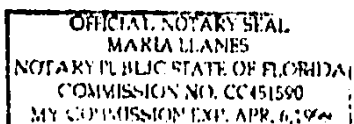
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Faustino G. Garcia, personally known to me X or who has produced identification \_\_\_\_\_, type of identification \_\_\_\_\_, to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 30<sup>th</sup> day of DECEMBER, 1996.

Maria Llanes  
NOTARY PUBLIC  
State of Florida

My Commission Expires:



FILED  
91 FEB -6 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA