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AUTHORIZATION : *Patricia Pizzuto*
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 17, 1997
ORDER TIME : 9:40 AM
ORDER NO. : 295540-005
CUSTOMER NO: 7123457

CUSTOMER: Thomas Loikith, Esq
LOIKITH, D'ALESSIO & KIGELMAN
9 Law Drive
Fairfield, NJ 07004

DOMESTIC FILING

NAME: G.M.S. AGENCY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS: _____

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K.R. MAR 20 1997

LOIKITH, D'ALESSIO & KUGELMAN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
9 LAW DRIVE
FAIRFIELD, NEW JERSEY 07004
(201) 882-7744
FAX (201) 882-7886

TELEFAX COVER SHEET

PLEASE DELIVER THE FOLLOWING PAGES TO:

NAME: CSC-Tallahassee
FAX NO.: (904) 222-0393
FROM: Thomas Loikith
RE: C.M.S. Agency, Inc. - Order No. 295540

TOTAL NUMBER OF PAGES: 1 (INCLUDING THIS COVER SHEET)

DATE: March 17, 1997

IF YOU DO NOT RECEIVE ALL OF THE PAGES, PLEASE CALL US
AS SOON AS POSSIBLE.

TELEPHONE NO. (201) 882-7744

TELEFAX NO. (201) 882-7886

MESSAGE: Per Joan at CSC-Trenton, the above-referenced corporate name was reserved to Annette of this office. This firm authorizes CSC to use this name in preparing Articles of Incorporation for G.S.M. Agency, Inc. Should you have any questions, please do not hesitate to contact me. Thank you.

cc: Joan M. Gerhardt

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ARTICLES OF INCORPORATION
OF
G.M.S. AGENCY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

G.M.S. AGENCY, INC.

The address of the principal office of this corporation shall be 5800 Waterford, Boca Raton, Florida 33496, and the mailing address of the corporation shall be Post Office Box 87, Saddle River, New Jersey 07458.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. PREEMPTIVE RIGHTS

All stockholders of this corporation shall have as a matter of right, the preemptive right, in proportion to their holdings, to purchase or subscribe for any unissued stock to be issued or sold by the corporation, or any additional stock created by any increase of the authorized capital stock of the corporation so to be issued or sold, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation so to be issued or sold.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 18, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

JMG/VLP

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TALLAHASSEE, FLORIDA

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