

P91000047752

8846 N. W. Third Court
Coral Springs, Florida 33071
May 16, 1997

VIA CERTIFIED MAIL RECEIPT #P 113 710 556

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

400002193764--0
-05/28/97--01103--006
****122.50 ****122.50

RE: GMS ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed please find my check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation and Designation of Registered Agent on the above named corporation.

Kindly mail the Articles once filed to Gail L. Schwartz at the above address. I have enclosed a self-addressed envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

Gail L. Schwartz

Gail L. Schwartz

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 28 AM 10:36

(5)

Joe 5/30

ARTICLES OF INCORPORATION

OF

GMS ASSOCIATES, INC.

ARTICLE I

NAME

The name of this corporation is

GMS ASSOCIATES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To provide sales and service for life, health, home health care and nursing home care insurance, and annuity products.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **8846 N. W. Third Court, Coral Springs, Florida 33071**. The initial registered agent of this corporation is **Gail L. Schwartz** with her address at 8846 N. W. Third Court, Coral Springs, Florida 33071. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of the principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

GAIL L. SCHWARTZ 8846 N. W. Third Court
Coral Springs, Florida 33071

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

GAIL L. SCHWARTZ 8846 N. W. Third Court
Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 16 day of May, 1997.



GAIL L. SCHWARTZ

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

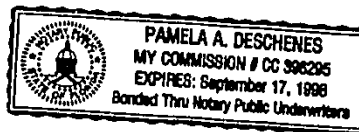
Sworn to and subscribed before me this 16th day of May, 1997, by GAIL L. SCHWARTZ,

Who is personally known to me ~~(or who has produced~~ _____ ~~as identification)~~

and who did take an oath.


Notary Public, State of Florida

(SEAL)



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DIVISION OF STATE
CORPORATIONS
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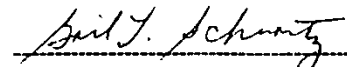
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First—That **GMS ASSOCIATES, INC.** is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Coral Springs, County of Broward, State of Florida, has named **GAIL L. SCHWARTZ**, located at 8846 N. W. Third Court, Coral Springs, Florida, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


GAIL L. SCHWARTZ
(Registered Agent)