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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: GDL CORP.

AUDIT NUMBER.....H97000008996

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

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ARTICLES OF INCORPORATION OF GDL CORP.

⑥

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I-NAME

The name of this corporation shall be: GDL CORP.

ARTICLE II-BUSINESS

The general nature of the business and businesses to be transacted are as follows:

Domestic and international commerce and any and all lawful business which corporation may be engaged in under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

Filed by:

Roger M. Dunetz, Fla. Bar No. 0705063
1172 S. Dixie Hwy, Suite 456
Coral Gables, FL 33146
Phone (305) 461-0790 Fax (305) 443-9787

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ARTICLE III--SHARES

The authorized capital stock of this corporation shall consist of 1000 shares of common stock, \$1.00 par value. There shall be no preemptive rights granted to stockholders.

ARTICLE IV--EXISTENCE

The corporation is to have perpetual existence unless dissolved according to law.

ARTICLE V--ADDRESS

The address, including the initial street address, of the principal office of the corporation is: 2501 S. OCEAN DRIVE, SUITE 1421, HOLLYWOOD, FL 33019.

ARTICLE VI--DIRECTORS

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VII--FIRST BOARD

The following shall constitute the first Board of Directors of the corporation:

NAME:

LORRAINE TINSKY

ADDRESS:

2501 S. OCEAN DRIVE, SUITE 1421
HOLLYWOOD, FL 33019.

ARTICLE VIII--INCORPORATOR

The name and address of the initial incorporator of the corporation is: GARY R. GOLDMANN, 2501 S. OCEAN DRIVE, SUITE 1421, HOLLYWOOD, FL 33019.

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ARTICLE IX—GENERAL PROVISIONS

A. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

B. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

C. A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

D. The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved, by reason of their being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

ARTICLE X—DESIGNATION OF REGISTERED OFFICE AND AGENT AND ACCEPTANCE OF APPOINTMENT

The proposed corporation hereby designates the following address within the State of Florida as the initial address of its registered agent at which service of process upon it within the State of Florida may be made,

2501 S. OCEAN DRIVE, SUITE 1421; HOLLYWOOD, FL 33019

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and the proposed corporation hereby designates **GARY R. GOLDMANN** as its Registered Agent for service of process.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of May, 1997.

Gary R. Goldmann
GARY R. GOLDMANN
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared GARY R. GOLDMANN known to me or who having produced A DRIVERS License as identification and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal,
in the state and county aforesaid, this 27 day of May, 1997.



Lozano Turky
MY COMMISSION # 0007484 EXPIRES
February 11, 2001
BONDED THROUGH TROY PAID INSURANCE, INC.

My commission expires:

Loraine Tinsley
Notary Public, State of Florida
at Large

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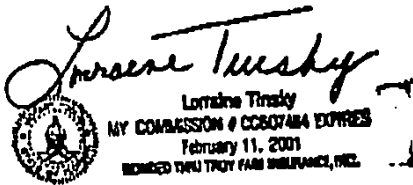
WITNESSETH

That GDL CORP. desiring to organize under the laws of the State of Florida, and having its principal office 2501 S. OCEAN DRIVE, SUITE 1421, HOLLYWOOD, FL 33019. has named GARY R. GOLDMANN whose address is 2501 S. OCEAN DRIVE, SUITE 1421 HOLLYWOOD, FL 33019, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be signed on this 22 day of May, 1997.




GARY R. GOLDMANN
REGISTERED AGENT

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