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ACCOUNT NO. : 072100000032

REFERENCE : 417246 9706A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 417246-005

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-06/05/97--01079--016  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER NO: 9706A

CUSTOMER: Robert A. Schaeffer, Esq  
LEVINE FRANK & EDGAR, P.A.

Suite 500  
3300 Pga Boulevard  
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: GPC, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA  
JUN 5 3 01 PM '97

RECEIVED  
97 JUN -5 PM 12:16  
DIVISION OF CORPORATION

4  
JUN - 5 1997

ARTICLES OF INCORPORATION

OF

GPC, INC.

97 JUN -5 PM 2:07

TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be GPC, INC.

ARTICLE II

The principal office and mailing address of the Corporation is c/o Robert A. Schaeffer, Esquire, Levine, Frank, Edgar & Telepman, P.A., 3300 PGA Blvd., Suite 500, Palm Beach Gardens, Florida 33410.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is c/o Robert A. Schaeffer, Esquire, Levine, Frank, Edgar & Telepman, P.A., 3300 PGA Blvd., Suite 500, Palm Beach Gardens, Florida 33410; and the initial Registered Agent of this Corporation at that address is Robert A. Schaeffer, Esquire.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

Patrick Camus

c/o Robert A. Schaeffer, Esquire, Levine, Frank, Edgar & Telepman, P.A., 3300 PGA Blvd., Suite 500, Palm Beach Gardens, Florida 33410

ARTICLE VIII

The name and address of the Incorporator is as follows:

Patrick Camus  
c/o Robert A. Schaeffer, Esquire, Levine, Frank, Edgar &  
Telepman, P.A., 3300 PGA Blvd., Suite 500, Palm Beach Gardens,  
Florida 33410

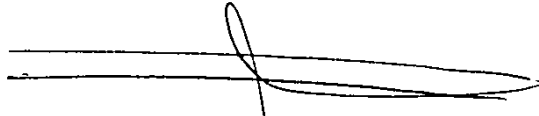
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.


IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of GPC, Inc. for the uses and purposes aforesaid this 3<sup>rd</sup> day of June, 1997.

  
\_\_\_\_\_  
Patrick Camus

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of June, 1997, by Patrick Camus, who is personally known to me and who did take an oath.

NOTARY PUBLIC - STATE OF FLORIDA  
ROBERT A. SCHAEFFER  
COMMISSION # CC888487  
(SEAL) EXPIRES 2-13-2001  
ISSUED THRU ABA 1-800-NOTARY

NOTARY PUBLIC  
  
\_\_\_\_\_  
(Print Name)  
My Commission Expires: \_\_\_\_\_  
Commission No. \_\_\_\_\_

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

\* \* \* \* \*

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that GPC, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at c/o Robert A. Schaeffer, Esquire, Levine, Frank, Edgar & Telepman, P.A., 3300 PGA Blvd., Suite 500, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, has named Robert A. Schaeffer, Esquire, located at 3300 PGA Blvd., Suite 500, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, as its Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

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 provisions of said Act relative to keeping open said office.

DATED this <sup>rd</sup> 3 day of June, 1997.

  
Robert A. Schaeffer,  
Registered Agent

FILED  
JUN 15 1997  
PALM BEACH GARDENS, FLORIDA