

**THE HERRICK COMPANY, INC**  
AN INVESTMENT COMPANY

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810  
(561) 241-9880 FAX (561) 241-9887

Morristown, NJ  
(201) 539-1390

Beverly Hills, CA  
(310) 273-9525

**VIA FEDERAL EXPRESS**

July 11, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

900002241569--0  
-07/18/97--01082--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **ARTICLES OF INCORPORATION FOR:**  
**G-P RB BUILDING II, INC.**  
**G-P RB LAND II, INC. and**  
**G-P NORT II, INC.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for each of the above referenced corporations, together with three checks in the amount of \$78.75 each representing the filing fee of \$35.00, registered agent fee of \$35.00, and \$8.75 for a Certificate of Status for each of the above referenced corporations.

Please return a filed copy of the Articles of Incorporation, and the Certificate of Status for each of the above referenced corporations to me at the above street address via Federal Express. Our Federal Express account number is 1065-0238-2.

Thank you for your assistance with this matter.

Very truly yours,

*Sue Deverson*  
Sue Deverson, CLA  
Certified Legal Assistant

/sd

Enclosures

c: Mr. Bob Klein w/enclosure  
corporat@state32.1tr

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 14 PM 12:22

*8/7/97*

**ARTICLES OF INCORPORATION  
OF  
G-P NORT II, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 14 PM 12:22

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is G-P Nort II, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is 2295 Corporate Boulevard, N.W., Suite 222, P. O. Box 5010, Boca Raton, Florida 33431-0810.

**ARTICLE III**

**CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares, at no par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is c/o The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at that office is Norton Herrick.

**ARTICLE V**

**INCORPORATOR**

The name and street address of the incorporator of the corporation is Norton Herrick, The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

**ARTICLE VI**

**INITIAL DIRECTOR**

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Norton Herrick

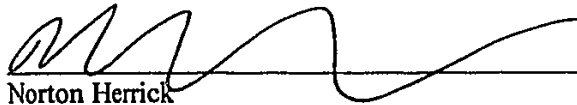
c/o The Herrick Company, Inc.  
2295 Corporate Boulevard, N.W.  
Suite 222  
Boca Raton, Florida 33431

**ARTICLE VII**

**INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 9th day of July, 1997.

  
Norton Herrick  
Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**

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Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of G-P Nort II, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 9th day of July, 1997.

THE HERRICK COMPANY, INC.

By 

Norton Herrick  
Chief Executive Officer