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August 1, 1997

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation of GVR CORPORATION

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of GVR CORPORATION. A check in the amount of \$122.50 is also enclosed for the required filing fee and also for a certified copy of the Articles of Incorporation. The acceptance by the registered agent is within the Articles of Incorporation.

Please return the certified copy of the articles in the federal express envelope enclosed within. Thank you for your assistance in the formation of the above corporation.

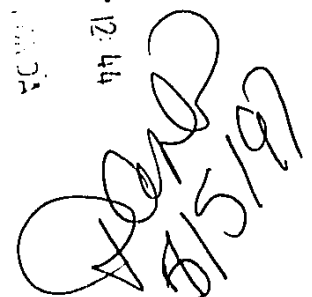
Sincerely Yours,

  
Robert Lee Bakeris, Esq.

RLB/kf  
Enclosures

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FILED  
97 AUG -4 PM 12:44  
TALLAHASSEE, FLORIDA

  
8/5/97

# ARTICLES OF INCORPORATION FOR: GVR CORPORATION

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

## ARTICLE I - NAME

The name and principal address of the corporation shall be:

GVR CORPORATION  
8118 Tortuga Lane  
Boynton Beach, FL 33436

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TALLAHASSEE  
SECRETARY OF STATE

## ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 50,000 shares of common stock having \$1.00 (One Dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

## ARTICLE IV - BOARD OF DIRECTORS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director(s) initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

RICHARD VITALE  
8118 Tortuga Lane  
Boynton Beach, FL 33436

#### **ARTICLE V - INDEMNIFICATION**

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

#### **ARTICLE VI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE VII - AMENDMENT**

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

RICHARD VITALE  
8118 Tortuga Lane  
Boynton Beach, FL 33436

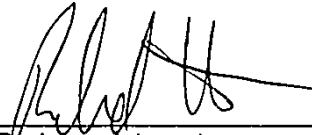
**ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office and Agent of the corporation is: 8118 Tortuga Lane, Boynton Beach, FL 33436, and the name of the Initial Registered Agent of the corporation at that address is:

RICHARD VITALE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

  
(Registered Agent)

7-28-97  
DATE

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 28 day of July, 1997.

  
RICHARD VITALE

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

Before me, the undersigned authority, an officer duly authorized to minister oaths and take acknowledgments, personally appeared RICHARD VITALE, known to me or who has produced FL Driver License # V340-740-65-329-0 A <sup>EXP: 9-9-2000</sup> as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 28th day of July, 1997 at Palm Beach County, Florida.

Karen Foster  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



KAREEN FOSTER  
My Commission CC485975  
Expires Aug. 03, 1999  
Bonded by HAI  
800-422-1888

FILED  
97 AUG -4 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA