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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE GDR PARTNERSHIP, INC.

AUDIT NUMBER.....H97000013706

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

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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## ARTICLES OF INCORPORATION

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

### ARTICLE I NAME

The name of the corporation shall be:

THE GDR PARTNERSHIP, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

366 MIRACLE MILE  
CORAL GABLES, FL. 33134

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

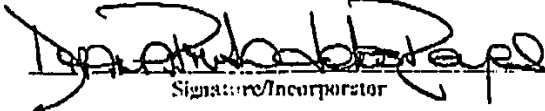
The name and Florida street address of the initial registered agent are:

DIANA PINTO de los REYES  
3001 SW 1ST AVE #201  
MIAMI, FL. 33129

### ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

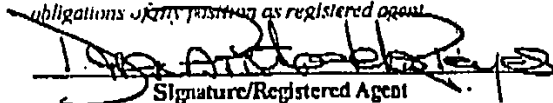
DIANA PINTO de los REYES  
3001 SW 1ST AVE #201  
MIAMI, FL. 33129

  
Signature/Incorporator

8/10/97  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature/Registered Agent

8/10/97  
Date

PREPARED BY:  
SUSAN GARZA C.P.A.  
901 PONCE DE LEON SUITE 606  
CORAL GABLES, FL. 33134  
PH: 446-7313 FAX 446-7815

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