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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: GPS SERVICES, INC.

AUDIT NUMBER.....H97000016728

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

CERT. OF STATUS..0

PAGES.....

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 8 1997

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ARTICLES OF INCORPORATION

④

of

GPA Services, Inc.
(Name of Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: GPA Services, Inc.
Address: 15021 S. Biscayne River Dr. miami FL 33168

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) Shares of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: Douglas Oesterle
9506 S. Red Road
miami FL 33156
(305) 665-7155

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: Doug Oesterle
Address: 9506 S. Red Road
City: Miami State: Florida Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: Andrea A. Phillips
Address: 15021 S. Biscayne River Dr.
City: Miami State: FL Zip: 33168

Name: _____
Address: _____
City: _____ State: _____ Zip: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of October, 1997.

Andrea A. Phillips (Seal)

(Seal)

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

GPA Services, Inc.

Pursuant to Florida Statutes, Section 48.091 and 607.034,
the following is submitted: The above Corporation, desiring
to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation

at: 9506 S. Red Road

Miami, Florida 33156

has named: Douglas Oesterle

located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation at this place designated in this certificate
I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open
said office.

Douglas Oesterle
Registered Agent

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