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CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: GORDON THOMAS CAPITAL MANAGEMENT, INC.

AUDIT NUMBER.....H97000019960

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

CERT. OF STATUS..1 PAGES..... 1

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**ARTICLES OF INCORPORATION  
OF  
Gordon Thomas Capital Management, Inc.**

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: Gordon Thomas Capital Management, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1833 South Ocean Dr., Apt. 1601, Hallandale, FL, 33009.

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

**ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is: Jeffrey M. Gordon, 1833 South Ocean Dr., Apt 1601, Hallandale, FL, 33009.

**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

**ARTICLE V INITIAL DIRECTORS**

The initial directors of the corporation is:  
Jeffrey M. Gordon, 1833 South Ocean Dr., Apt 1601, Hallandale, FL, 33009.  
Thomas T. Cathey, 90 Windham Rd., Marlborough, CT 06447.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of December 1997

The document was prepared by:   
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

The name of the corporation is: Gordon Thomas Capital Management, Inc.

The name and address of the registered agent and office is: Jeffrey M. Gordon, 1833  
South Ocean Dr., Hollandale, FL, 33009

*Ap 1601 Hollandale*  
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: *Jeffrey M. Gordon*

Date 11/28/97

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TALLAHASSEE, FLORIDA

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