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MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

LAURENCE I. BLAIR X  
MILTON S. BLAUT X  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
WILLIAM S. KRAMER O  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS

KENNETH A. RUBIN  
REUBEN M. SCHNEIDER O X \*  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN O

OF COUNSEL  
STANLEY D. GOTTSEGEN †

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
† MEMBER OF OHIO BAR

O BOARD CERTIFIED REAL ESTATE LAWYER

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500  
FAX: (954) 925-7013

ONE BOCA PLACE • SUITE 411-E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7363

BOCA RATON & DELRAY  
(561) 994-2212  
(561) 994-2772  
FAX: (561) 997-8494  
NORTH BROWARD (954) 428-9800  
MIAMI (305) 940-8440  
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Boca Raton

File No.:

April 8, 1998

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

800002485028--3  
-04/10/98--01061--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
G & E Management Associates, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,

William S. Kramer

WSK/smb  
Enclosures

cc: Stanley D. Gottsegen, Esq.

William S. Kramer GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corp Name

DATE 4-13-98

DOC. EXAM CB

ARTICLES OF INCORPORATION

OF

G & E MANAGEMENT ASSOCIATES, INC.

ARTICLE I

NAME

The name of the corporation is

G & E MANAGEMENT ASSOCIATES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

c/o Stanley D. Gottsegen, Esq.  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

FILED  
98 APR 10 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Stanley D. Gottsegen, Esq., One Boca Place, Suite 411-E, 2255 Glades Road, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that office is Stanley D. Gottsegen, Esq.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Gabriel Ehrenstein  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

Eileen R. Gottsegen  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

Lorraine M. Saex  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

ARTICLE VIII  
INCORPORATORS

The names and addresses of the person signing these Articles  
are:

Gabriel Ehrenstein  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

Eileen R. Gottsegen  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

Lorraine M. Saex  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

ARTICLE IX  
POWERS

This corporation shall have all the corporate powers  
enumerated in the Florida Business Corporation Act.

ARTICLE X  
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings  
of the Board of Directors by means of conference telephone as  
provided by law.

ARTICLE XI  
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written  
consent, as provided by law.

**ARTICLE XII**  
**INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XIII**  
**BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV  
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7th day of April, 1998.

  
GABRIEL EHRENSTEIN

  
EILEEN R. GOTTSEGEN

  
LORRAINE M. SAEX

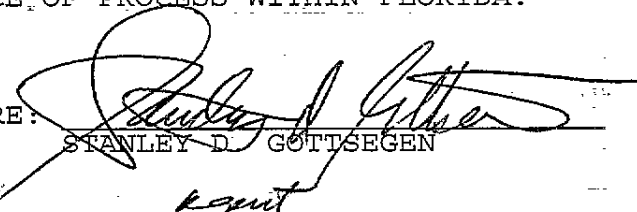
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST--THAT G & E MANAGEMENT ASSOCIATES, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA  
RATON, STATE OF FLORIDA, HAS NAMED STANLEY D. GOTTSEGEN, ESQ.  
LOCATED AT ONE BOCA PLACE, SUITE 411-E, 2255 GLADES ROAD, BOCA  
RATON, FLORIDA 33431, CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS  
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

STANLEY D. GOTTSEGEN

TITLE: Agent

DATE: April 7, 1998

**FILED**  
98 APR 10 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA