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WILLIAM G. FAGAN

14820 Palmwood Road,
Palm Beach Gardens, Florida 33410-102.
Telephone 561.626.0894 Fax 561.627.0083
wgfagan@bigplanet.com

May 10, 1998

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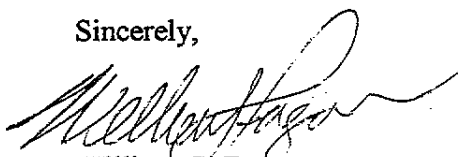
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Formation of GFA Acquisition Corporation

Dear Madam/Sir:

Enclosed are a Transmittal Letter, Articles of Incorporation [original and 1 copy] and a check for \$131.25. I would appreciate anything you can do to expedite the processing of the papers, as they are required for a pending acquisition.

Sincerely,


William G. Fagan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 AM 9:07

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WS

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:

G. F. A. ACQUISITION CORPORATION

ARTICLE II PRINCIPAL OFFICE

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

14820 PALMWOOD RD
PALM BEACH GARDENS, FL 33410-1020

ARTICLE III SHARES

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

one thousand

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

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

William G. Fagan
14820 PALMWOOD RD
PALM BEACH GARDENS, FL 33410-1020

ARTICLE V INCORPORATOR

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

William G. Fagan
14820 PALMWOOD ROAD
PALM BEACH GARDENS, FL 33410-1020

William G. Fagan
Signature/Incorporator/Registered Agent

MAY 10 1998
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 AM 9:07

(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