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*June 8, 1998*  
**P98000052908**

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

**600002557336--5**  
-06/11/98--01106--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation - GDLL, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of GDLL, Inc., as well as the Certificate Designating Registered Agent for Service of Process Within This State, which we are submitting for filing as a matter of record with the Department of State.

Also enclosed please find a check made payable to the Department of State in the amount of \$70.00 for payment of the required fees for filing these Articles and Designation of the Registered Agent pursuant to Chapter 607, Florida Statutes.

Please file these documents immediately. Your prompt assistance in this regard will be greatly appreciated.

Very truly yours,

*David F. Tegeler*  
David F. Tegeler

EFFECTIVE DATE

6-5-98

DFT/jd  
Enclosures

**FILED**  
98 JUN 11 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*June 12-98*

**ARTICLES OF INCORPORATION OF GDLL, INC.**

**EFFECTIVE DATE**

6-5-98

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a business corporation under Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation is GDLL, Inc.

**ARTICLE II - COMMENCEMENT AND TERMINATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - PURPOSE AND POWERS**

The corporation is organized for the purpose of engaging in and transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and the laws of the United States of America. While pursuing its purposes, the corporation may exercise all of the powers granted currently or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE IV - STATED CAPITAL**

The maximum number of shares which the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. The par value shall be \$0.10 per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 5770 West Irlo Bronson Memorial Highway, State Road 192, Suite 185, Kissimmee, Florida 34749. The initial registered agent of this corporation at such office shall be George Dennaoui, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. Principal office is same as above.

#### ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by a vote of the shareholders.

The names and address of the director constituting the initial Board of Directors are:

George Dennaoui  
5770 West Irlo Bronson Memorial Highway,  
State Road 192, Suite 185  
Kissimmee, Florida 34749

Lauraine Levine  
124 West Pine Street  
Church Street Exchange  
Burgers & More, Suite F-8  
Orlando, Florida 32801

#### ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles are:

George Dennaoui  
5770 West Irlo Bronson Memorial Highway,  
State Road 192, Suite 185  
Kissimmee, Florida 34749

### ARTICLE VIII - INDEMNIFICATION

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is authorized to provide indemnification of directors, officers, employees or agents for breach of duty to the corporation and its shareholders through By-Law provisions or through agreements with directors, officers, employees or agents, or both By-Laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

### ARTICLE IX - STOCK TRANSFER AGREEMENTS

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

### ARTICLE X - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1998.

  
George Demmaoui, Incorporator

STATE OF FLORIDA  
COUNTY OF ~~ORANGE~~ OSCEOLA

The foregoing instrument was acknowledged before me this 5th day of June, 1998,  
by George Dennaoui, who is personally known to me ~~or who has produced~~  
~~as identification.~~

David F. Tegeler  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:



DAVID F TEGELER  
My Commission CC523139  
Expires Jan. 11, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said act:

GDLL, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office located at 5770 Irlo Bronson Memorial Highway, Suite 185, Kissimmee, Florida 34749, as indicated in the Articles of Incorporation, has named George A. Dennaoui, located at the above registered office, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the designation to act in this capacity, and I am familiar with and agree to comply with the provision of the obligations of said Act relative to keep open said office.

**EFFECTIVE DATE**

6-5-98

By: 

George A. Dennaoui  
Registered Agent

Date: June 5, 1998

98 JUN 11 PM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED