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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

800002580098--0
-07/06/98--01040--007
*****70.00 *****70.00

CORPORATION(S) NAME

GPS Acquisition Company, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

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☐ Will Wait

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Thanks, Melanie ☺

CR2E031 (1-89)

P. Hall

JUL - 6 1998

98 JUL - 6 AM 10:51
DIVISION OF CORPORATE

RECEIVED


ARTICLES OF INCORPORATION
OF
GPS ACQUISITION COMPANY, INC.

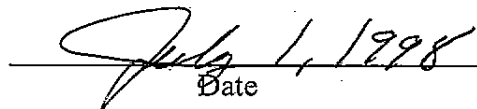
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes (F.S.), hereby adopts the following Articles of Incorporation.

- Article I: The name of the corporation shall be GPS Acquisition Company, Inc.
- Article II: The principal place of business and mailing address of the corporation shall be c/o KRG Capital Partners, L.L.C., Republic Plaza, 370 17th Street, #2300, Denver, Colorado 80202
- Articles III: The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 par value \$.01
- Articles IV: The name and Florida street address of the initial registered agent are CT Corporation System 1200 South Pine Island Road, Plantation, Florida 33324
- Articles V: The name and address of the incorporator to these Articles of Incorporation are Jesse Nava, 410 17th Street, 22nd Floor, Denver, Colorado 80202

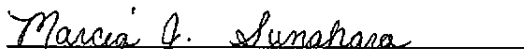
Jesse Nava



Signature/Incorporator


Date

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.

CT Corporation System


Signature/Registered Agent
Marcia J. Sunahara, Asst. Secy.


Date