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VIA AIRBORNE EXPRESS

July 14, 1998

Secretary of State
Division of Corporations
409 E. Gaine Street
Tallahassee, FL 32399

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-07/16/98--01065--009

***122.50 ***122.50

RE: GTC Investments of Florida, Inc.

Dear Sir/Madam:

Enclosed please find incorporation papers for GTC Investments of Florida, Inc. together with a check in the amount of \$122.50. Please be good enough to send us via the enclosed self addressed envelope a stamped copy of the articles of incorporation and the certificate when it is issued.

Very truly yours,

SMALL & SMALL, P.A.

BY: 

LISA S. SMALL, ESQ.

Enclosures

cc: Client

LSS:pma

GTC//SECRETARY OF STATE. filing of articles. GTC INVESTMENTS OF FLORIDA, INC.

APPROVED
AND
FILED
98 JUL 16 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 20 1998

**ARTICLES OF INCORPORATION OF
GTC INVESTMENTS OF FLORIDA, INC.**

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be GTC Investments of Florida, Inc.

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, including transacting any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name;
actions or proceedings;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notices, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, association or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE FOUR

There shall be one (1) class of stock of this corporation.

The aggregate number of common shares with voting rights which the corporation shall have authority to issue is the total sum of 1000 shares having an individual par value of \$1.00.

ARTICLE FIVE

The initial principal address of the corporation is Gilbert Getz c/o 6010 Falls Circle South, No. 318, Fort Lauderdale, Florida 33319. The registered agent is Gilbert Getz, 6010 Falls Circle South, No. 318, Ft. Lauderdale, Florida 33319.

ARTICLE SIX

The name and address of the incorporator executing these Articles of Incorporation is:

Gilbert Getz
6010 Falls Circle South, No. 318
Fort Lauderdale, FL 33319

ARTICLE SEVEN

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof, or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warranty or warrants or other instruments or instruments conferring on the holder of the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE EIGHT

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatening, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof if he acted in good faith or in a manner he reasonably believed to be in or not

opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable use to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors (subject to the approval of a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation

as authorized in this section.

The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of any independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

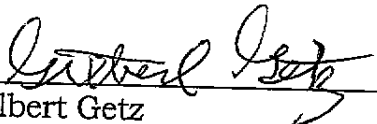
In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification against gross negligence or willful conduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

If any expenses or other amounts are paid by way or indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, with fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled

to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE NINE

EXECUTED by the undersigned incorporator at Palm Beach, Florida on this 13th day of July, 1998.



Gilbert Getz

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Gilbert Getz, known to me and who produced his Florida Drivers License No.: 4BB-05-3294, and that he is the person described in and who executed the foregoing instrument and that he acknowledged before me that he executed the same.

EXECUTED AND SEALED by me at Palm Beach, Florida on the 13th day of July, 1998.



NOTARY PUBLIC

My Commission Expires:

to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE NINE

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE TEN

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by a majority of the shareholders.

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

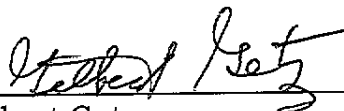
TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32304

The undersigned stockholder of GTC Investments of Florida, Inc., a Florida corporation for profit, hereby designates the following address of the registered office and the corporation and the following individual as the registered agent and the address for the corporation pursuant to 607.037 of the Florida Statutes.

1. The name of the corporation is GTC Investments of Florida, Inc.
2. The principal address of the office is Gilbert Getz c/o 6010 Falls Circle South, No. 318, Ft. Lauderdale, Florida 33319.
3. The name of the registered agent of the corporation is designated to be Gilbert Getz.

The undersigned registered agent accepts appointment as registered agent as designated above.

DATED this 13th day of July, 1998.

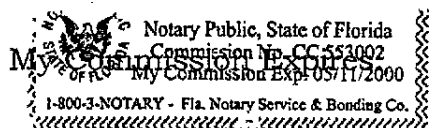


Gilbert Getz

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I **HEREBY CERTIFY** that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Gilbert Getz known to me and who produced his Florida Drivers License No.: 488-053294 and that he is the person described in and who executed the foregoing instrument and that he acknowledged before me that he executed the same.

EXECUTED AND SEALED by me at Palm Beach, Florida on the 13th day of July, 1998.

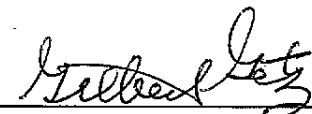



NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Gilbert Getz hereby accepts appointment as Registered Agent.

DATED: July 13, 1998.



Gilbert Getz

GTC/ ARTICLES OF INC. GTC Investments of Florida, Inc

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AND
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98 JUL 16 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA