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*Law Offices*

JOHN L. AVERY, JR.

SUITE 500

1001 NORTH U.S. HIGHWAY ONE

JUPITER, FLORIDA 33477-4305

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL 24 AM 11:29

JOHN L. AVERY, JR.

TELEPHONE (561) 747-6666

FACSIMILE (561) 744-0670

July 22, 1998

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

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-07/24/98-0112-020  
\*\*\*\*131.25 \*\*\*\*131.25

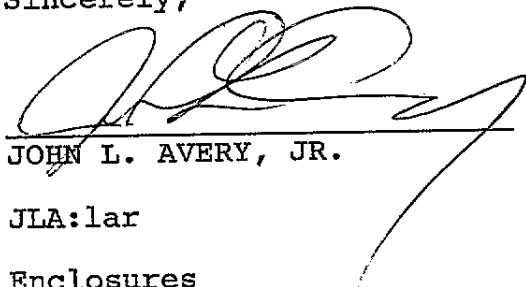
Re: GCG Holdings, Inc.

Dear Sir or Madam:

Enclosed please find documents to incorporate the above-referenced company. A check in the amount of \$131.25 is enclosed for the filing fees, a certified copy of the Articles of Incorporation, Registered Agent Designation, and Certificate of Status.

Please return the certified copy of the Articles of Incorporation and Certificate of Status to this office.

Sincerely,



JOHN L. AVERY, JR.

JLA:lar

Enclosures

cc: Mr. Greg Gravelle

James L. Avery, Jr. GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art. I  
DATE 7/28/98  
DOC. EXAM Dou Brown

D. BROWN JUL 28 1998

ARTICLES OF INCORPORATION  
OF  
GCG HOLDINGS, INC.

FILED  
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DIVISION OF CORPORATIONS  
98 JUL 24 AM 11:29

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

GCG HOLDINGS, INC.  
1001 N. U.S. HIGHWAY ONE, STE. 500  
JUPITER, FLORIDA 33477  
ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) Shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered agent and the street address of the initial registered office of this corporation are: John L. Avery, Jr., Esquire, 1001 N. U.S. Highway One, Suite 500, Jupiter, Florida 33477. Said registered agent hereby accepts said designation and agrees to accept service of process within the State of Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time. The initial director of this corporation is:

NAME

ADDRESS

Greg C. Gravelle

R.R. 1-322, Governors Road East  
Paris, Ontario N3L3E1

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is: John L. Avery, Jr., Esquire, 1001 N. U.S. Highway One, Suite 500, Jupiter, Florida 33477

ARTICLE VIII - ACTION BY DIRECTORS WITHOUT A MEETING

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

ARTICLE IX - MEETINGS BY CONFERENCE TELEPHONE

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

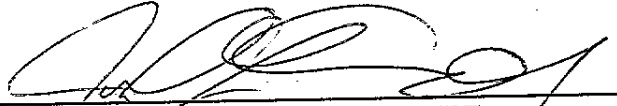
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of July, 1998.

  
JOHN L. AVERY, JR., ESQUIRE  
1001 N. U.S. Highway One, Suite 500  
Jupiter, FL 33477  
(561) 747-6666

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH )

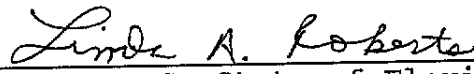
I HEREBY CERTIFY that, on this 22<sup>nd</sup> day of July, 1998, before me, the undersigned authority, personally appeared JOHN L. AVERY, JR., to me known to be the person of said name described in the foregoing, or who has produced Personally Known as identification, who did (did not) take an oath, and who acknowledged to me that he executed the foregoing Articles of Incorporation of GCG HOLDINGS, INC. as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

SUBSCRIBED AND SWORN TO before me this 22<sup>nd</sup> day of July, 1998, in the State and County set forth above.



Linda A. Roberts  
MY COMMISSION # CC527698 EXPIRES  
February 3, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

[SEAL]

  
NOTARY PUBLIC, State of Florida  
at Large  
Printed Name: LINDA A ROBERTS  
My Commission Expires: 2/3/2000  
My Commission Number: CC527698

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 24 AM 11:30

Pursuant to the Provisions of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Officer/Registered Agent, in the State of Florida.

1. The name of the corporation is GCG Holdings, Inc.
2. The name and address of the Registered Agent and Office is:

JOHN L. AVERY, JR.  
1001 N. U.S. Highway One, Suite 500  
Jupiter, Florida 33477

  
\_\_\_\_\_  
INCORPORATOR

DATE: 22 July '98

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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.

  
\_\_\_\_\_  
INCORPORATOR

DATE: 22 July '98