

P98000095946



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 026549 80420A

AUTHORIZATION :

COST LIMIT : \$ 80.50

Patricia Pizant

ORDER DATE : November 9, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 026549-010

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq
ROSENBERG REISMAN & STEIN
ROSENBERG REISMAN & STEIN
Suite 3050
One Southeast Third Avenue
Miami, FL 33131

800002684458--1

DOMESTIC FILING

NAME: ~~GPM ONE, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ~~2~~ CERTIFIED COPIES
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

2544
W98-25402

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 2:56

RECEIVED
98 NOV 10 AM 11:26
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 2:57

November 12, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GLORIA ONE, INC.
Ref. Number: W98000025402

RESUBMIT

Please give original
submission date as file date.

We have received your document for GLORIA ONE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00054707

RECEIVED
98 NOV 13 PM 1:34
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GPM ONE, INC.
Ref. Number: W98000025402

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00054496

RESUBMIT
Please give original
submission date as date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 2:57

RECEIVED
98 NOV 12 AM 11:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE

EFFECTIVE DATE

11/3/98

ARTICLES OF INCORPORATION
OF

GLORIA OPA-LOCKA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 2:57

These Articles of Incorporation are executed by the Undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:

GLORIA OPA-LOCKA, INC.

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and NO/100 (\$10.00) DOLLARS and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

VI

The principal office and mailing address of the corporation shall be Suite 3050, One S.E. Third Avenue, Miami, Florida, 33131.

VII

The initial registered office of the corporation shall be located at Suite 3050, One S.E. 3rd Avenue, Miami, Florida, 33131 and DONALD S. ROSENBERG shall be the registered agent of the corporation.

VIII

The name and address of the incorporator of the corporation and subscriber to these Articles of Incorporation is: DONALD S. ROSENBERG, of ROSENBERG, REISMAN & STEIN LLP, Suite 3050, One S.E. 3rd. Avenue, Miami, Florida, 33131.

IX

The number of Directors of the corporation shall be no less than one (1), the exact number to be determined by the By-Laws or by special vote of the stockholders. Initially the Board shall consist of one (1) member.

X

The name and address of the initial sole member of the Board of Directors is:

GLORIA PEPPER MARKS - Suite 3050, One S.E. Third Avenue
Miami, Florida 33131

Subject to the laws of the State of Florida, the first Director shall hold office until his successor is elected and has qualified.

XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, and Secretary/Treasurer, with as many Vice Presidents, Assistant Secretary/Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

XII

The initial offices and officers of the corporation shall be the following:

GLORIA PEPPER MARKS - PRESIDENT/SECRETARY/TREASURER

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DIVISION OF CORPORATIONS
98 NOV 10 PM 2:57

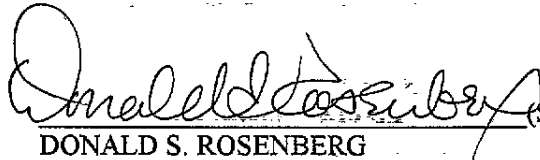
XIII

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

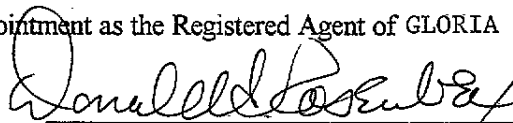
XIV

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of this Certificate in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, this Certificate has been subscribed in duplicate by the Undersigned this 3rd day of November, 1998.

 (SEAL)
DONALD S. ROSENBERG

The Undersigned hereby accepts appointment as the Registered Agent of GLORIA OPA-LOCKA, INC.

 (SEAL)
DONALD S. ROSENBERG