

PA8000100570



ACCOUNT NO. : 072100000032

REFERENCE : 049290 8690A

AUTHORIZATION : *Patricia Pzjib*
COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 049290-005

CUSTOMER NO: 8690A

CUSTOMER: Ms. Irene Rubanchik
BEDZOW KORN BROWN WOLFE &
BEDZOW KORN BROWN WOLFE &
Suite 200
20803 Biscayne Boulevard
Aventura, FL 33180

900002701109--8

DOMESTIC FILING

NAME: GSE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 AM 10:17
g 12/3/98
DEC -2 PM 4:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC -2 AM 10: 17

ARTICLES OF INCORPORATION
OF
GSE HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GSE HOLDINGS, INC.

The address of the principal office of this corporation shall be 1320 South Dixie Highway, Suite 781, Coral Gables, Florida 33146, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 and the name of the initial registered agent of the corporation at that address is Gary L. Brown.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Allen R. Greenwald	1320 South Dixie Highway, Suite 781
Dir./Pres./Sec./Treas.	Coral Gables, Florida 33146

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on December 2, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACG/sal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 AM 10: 17

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

GARY L. BROWN, ESQ., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

GSE HOLDINGS, INC. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Printed Name: GARY L. BROWN, ESQ.