

999000004539



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 085647 9564A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 085647-005

CUSTOMER NO: 9564A

CUSTOMER: Conrad Kulatz, Esq
KULATZ & DOBBINS, P.A.
KULATZ & DOBBINS, P.A.
Suite 4r
633 S.e. Third Avenue
Fort Lauderdale, FL 33301

600002728866--5

DOMESTIC FILING

NAME: ~~GMS FLORIDA, 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: Robert Turner

EXAMINER'S INITIALS:

2544
W99-148

g 1/15/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:53



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

99 JAN 15 AM 9:55

DIVISION OF CORPORATIONS

January 13, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GMS CONSULTING, INC.
Ref. Number: W99000000148

RESUBMIT

Please give original
submission date as file date.

Professional Consulting, Inc.

We have received your document for GMS CONSULTING, INC. and the authorization to debit your account in the amount of \$70.00. 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: 099A00001755

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:54

January 5, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GMS FLORIDA, INC.
Ref. Number: W99000000148

RESUBMIT

Please give original
submission date as file date.

consulting

We have received your document for GMS ~~FLORIDA~~, INC. and the authorization to debit your account in the amount of \$70.00. 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.

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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: 499A00000282

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

GMS PROFESSIONAL CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:54

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 shall be:

GMS PROFESSIONAL CONSULTING, INC.

The principal place of business of this corporation shall be 5820 Bayview Drive, Ft. Lauderdale, FL 33308.

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 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Attorney Conrad S. Kulatz, Esquire at Kulatz & Dobbins, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) 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 such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor 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 such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VII MEDICAL EXPENSE PLAN.

Section 1. Benefits. The Corporation will reimburse all employees for expenses incurred by themselves and their dependents, as defined in IRC S152, as amended, for medical care, as defined in IRC S213(e), as amended, subject to the conditions and limitations as hereinafter set forth.

It is the intention of the Corporation that the benefits payable to employees hereunder will be excluded from their gross income pursuant to IRC S105, as amended.

Section 2. Employees Defined. The term "employees" as used in this medical expense plan is hereby defined to include all individuals employed by the corporation

except the following:

- (a) Employees who have not completed twelve months of service as is provided in Section 105(h)(3)(B)(i) of the Internal Revenue Code;
- (b) Employees who have not attained the age of twenty five (25) years;
- (c) Employees who are part-time or seasonal as is defined in section 105(h)(3)(B)(iii) of the Internal Revenue Code;
- (d) Employees who are included in a unit of employees covered by an agreement between employee representatives and one or more employers found to be a collective bargaining agreement, where accident and health benefits were the subject of good faith bargaining between such employee representatives and such employer(s) as is defined in Section 105(h)(3)(B)(iv) of the Internal Revenue Code;
- (e) Employees who are nonresident aliens and who receive no earned income from the employer which constitutes income from sources within the United States as is further defined in Section 105(h)(5)(B)(v).

Section 3. Limitations. Reimbursement or payment provided under this plan will be made by the Corporation only in the event and to the extent that such reimbursement or payment is not provided under any insurance policy(ies), whether owned by the Corporation or the employee, or under any other health and accident or wage continuation plan.

In the event that there is such an insurance policy or plan in effect providing for reimbursement in whole or in part, then to the extent of the coverage under such policy or plan, the Corporation will be relieved of any and all liability hereunder.

Section 4. Submission of Proof. Any employee applying for reimbursement under this plan will submit to the Corporation, at least quarterly, all bills for medical care, including premium notices for accident or health insurance, for verification by the Corporation prior to payment. Failure to comply herewith, may at the discretion of the Corporation, terminate such employee's right to said reimbursement.

Section 5. Discontinuation. This plan will be subject to termination at any time by vote of the Board of Directors of the Corporation; provided, however, that medical care expenses incurred prior to such termination will be reimbursed or paid in accordance with the terms of this plan.

Section 6. Determination. The President will determine all questions arising from the administration and interpretation of the Plan except where reimbursement is claimed by the President. In such case determination will be made by the Board of Directors.

ARTICLE VIII. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares held by all shareholders including shares of shareholders who do not exercise their preemptive rights. He shall pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. The intended result being that each shareholder shall have the opportunity to purchase sufficient shares of any issue, to keep the same share holding ratio to the total outstanding shares he enjoyed before the issue.

ARTICLE IX. PERSONAL LIABILITY

The shareholders of this corporation shall have no personal liability for the debts of this corporation.

ARTICLE X. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

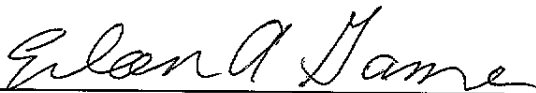
Eileen A. Game
5820 Bayview Drive
Ft. Lauderdale, FL 33308

ARTICLE XI. SUBSCRIBER

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

Eileen A. Game
5820 Bayview Drive
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the 4th day of January, 1999.

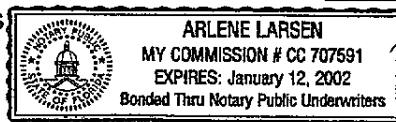

Eileen A. Game

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10: 54

The foregoing instrument was acknowledged before me as of the 4th day of January, 1999 by Eileen A. Game who is personally known to me and who did take an oath.

My Commission Expires



Arlene Larsen

Notary Public

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes, as amended.

January 4th, 1999

Conrad S. Kulatz

Conrad S. Kulatz, Esquire
Kulatz & Dobbins, P.A.