

099000008864



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 110295 4306424

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ 70.00

ORDER DATE : January 25, 1999

ORDER TIME : 9:53 AM

ORDER NO. : 110295-005

400002753074--6

CUSTOMER NO: 4306424

CUSTOMER: Ms. Sandy York  
STEEL HECTOR & DAVIS  
STEEL HECTOR & DAVIS  
41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: GMB-FLA CORP.

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: Jeanine Reynolds

EXAMINER'S INITIALS:

703-509-2541  
W99-1794  
167-703

Andrea @ CSC GAVE

AUTHORIZATION BY PHONE TO

CORRECT R.A. Nane

DATE 1/28/99

DOC. EXAM. g

99 JAN 25 PM 5:12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
99 JAN 25 AM 10:42  
DIVISION OF STATE  
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 25 PM 5:12

January 27, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: CMBK CORP.  
Ref. Number: W99000001794

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CMBK CORP. 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:

You failed to make the correction(s) requested in our previous letter.

Article VI states there will be ONE director(s), whereas NONE is/are listed.

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: 599A00003755

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Secretary of State

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DIVISION OF CORPORATIONS  
99 JAN 25 PM 5:12

January 25, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: CMB-FLA CORP.  
Ref. Number: W99000001794

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for CMB-FLA CORP. 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 of the entity must be identical throughout the document.

Article VI states there will be ONE director(s), whereas NONE is/are listed.

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: 899A00003303

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99 JAN 27 PM 1:10  
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DIVISION OF CORPORATIONS  
99 JAN 25 PM 5:12

ARTICLES OF INCORPORATION  
OF  
CMBK CORP.

ARTICLE I - NAME

The name of the corporation is CMBK CORP., (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Miami, Florida; and the name of the initial registered agent of the Corporation at that address is Abigail Watts-Fitzgerald.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is  
is 200 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either  
increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall  
never be less than one. The initial director is Robert Epling located at 2801 SW 157  
Avenue, Homestead, FL 33033.

**ARTICLE VII - INCORPORATOR**


The name and address of the person signing these Articles of Incorporation is:

Abigail Watts-FitzGerald, P.A.  
Steel Hector & Davis, LLP  
200 South Biscayne Boulevard  
Miami, FL 33131-2398

**ARTICLE VIII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon filing with the Florida  
Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 22nd day of January, 1999.

  
Abigail Watts-FitzGerald, P.A.  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 25 PM 5:12

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

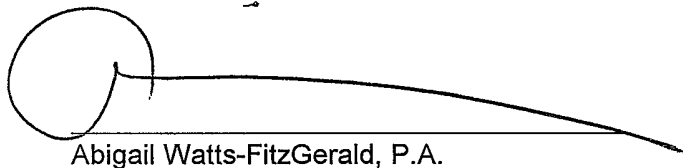
**W I T N E S S E I H:**

That CMBK CORP., desiring to organize under the laws of the State of Florida, has named Abigail Watts-FitzGerald located at 200 South Biscayne Boulevard, Miami, Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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 am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 22nd day of January, 1999.



Abigail Watts-FitzGerald, P.A.