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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 123520 121767A

AUTHORIZATION :

Patricia Pignatta

COST LIMIT : \$ 70.00

ORDER DATE : February 4, 1999

ORDER TIME : 10:04 AM

ORDER NO. : 123520-005

CUSTOMER NO: 121767A

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CUSTOMER: Martin J. Genauer, Esq
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: GBX, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

g 2/4/99

RECEIVED
XX
99 FEB -4 AM 10:39
DIVISION OF CORPORATIONS

FILED
99 FEB -4 PM 1:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
GBX, INC.**

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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is **GBX, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 2558 East Sunrise Blvd., Ft. Lauderdale, FL 33304 and the corporation's mailing address is 2558 East Sunrise Blvd., Ft. Lauderdale, FL 33304.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

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

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is ten thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Martin J. Genauer, Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134.

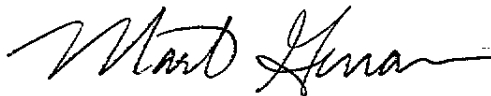
ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of February, 1999.



Martin J. Genauer


**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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GBX, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134, has named Alhambra Registered Agents, Inc. at such address, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By: 
Martin J. Genauer, Vice President

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