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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

G & P MANAGING GROUP, INC.

Certificate of Status	0
Certified Copy	1
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S. McKnight APR 07 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 1999

FAS-T COTP

SUBJECT: G & P MANAGING GROUP, INC.
REF: W99000008224

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000008048
Letter Number: 999A00017381

ARTICLES OF INCORPORATION
OF

G & P Managing Group, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

G & P Managing Group, Inc.

The principal place of business of this corporation shall be:

**345 Westwood Drive
Key Biscayne, FL 33149**

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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.

Prepared By: Francis M. Switzer
1390 S. Dixie Hwy. #1108
Coral Gables, Florida 33146
Phone#(305)663-3566

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 Shares \$1 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are):

Robbie F. Garcia
345 Westwood Drive
Key Biscayne, FL 33149

Martha Garcia
345 Westwood Drive
Key Biscayne, FL 33149

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

Robbie F. Garcia
345 Westwood Drive
Key Biscayne, FL 33149

Martha Garcia
345 Westwood Drive
Key Biscayne, FL 33149

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 31st day of March, 1999.

Signature(s) of Incorporator(s)

X R Garcia
X Martha Garcia
X _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

G & P Managing Group, Inc.

2. The name and address of the registered agent and office is:

Martha Garcia
345 Westwood Drive

(P.O. BOX NOT ACCEPTABLE)

Key Biscayne, FL 33149

(CITY/STATE/ZIP)

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SIGNATURE Martha Garcia

TITLE Sec'y TRSAS

DATE 4-5-99

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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Martha Garcia

DATE 4-05-99