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March 18, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

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-05/04/99-01014-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: G&T DISTRIBUTORS, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation, and a check in the amount of \$70.00, made payable to the Secretary of State. The check represents the following:

\$ 35.00 Filing Fee  
35.00 Registered Agent  
\$ 70.00 Total

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned.

Very truly yours,

Greg Socherman, President  
G&T DISTRIBUTORS, INC.  
4491 South State Road 7, Suite 100  
Ft. Lauderdale, FL 33314

Enclosures: Articles of Incorporation, Original and One Copy  
\$70.00 Check

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY -3 PM 4:22

**G&T DISTRIBUTORS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAY -3 PM 4:22

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is **G&T DISTRIBUTORS, INC.**

**ARTICLE II**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar per value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV**

**DURATION**

This corporation shall commence its corporate existence as of the filing of these Articles by the Florida Secretary of State, and shall exist perpetually thereafter until sooner dissolved according to law.

**ARTICLE V**

**INITIAL BUSINESS OFFICE AND REGISTERED AGENT**

The street address of the initial business office of this corporation is 4991 South State Road 7, Suite 100, Ft. Lauderdale, FL 33314, and the name of the initial registered agent of this corporation is Greg Socherman, and whose address is the same.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the director of this corporation is:

Greg Socherman  
4491 South St. Road 7, Suite 100  
Ft. Lauderdale, FL 33314

The initial officers of the corporation will be:

President/Vice President

Secretary/Treasurer:

Greg Socherman  
4491 South State Road 7, Suite 100  
Ft. Lauderdale, FL 33314

#### ARTICLE VII

##### INCORPORATOR

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

Greg Socherman  
4491 South State Road 7, Suite 100  
Ft. Lauderdale FL 33314

#### ARTICLE VIII

##### INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

#### ARTICLE IX

##### BY-LAWS


The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any by-laws adopted by the Shareholders.

#### ARTICLE X

##### AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned as Incorporator has executed these Articles of Incorporation this 18th day of March, 1999.

  
\_\_\_\_\_  
Greg Socherman  
President/Incorporator

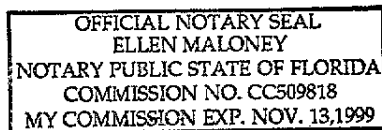
STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF BROWARD             )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **Greg Socherman**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of April, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That **G&T DISTRIBUTORS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4491 South State Road 7, Suite 100, Pembroke Pines, FL 33026, has named **Greg Socherman**, located at the same address, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Greg Socherman  
(Registered Agent)