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BRIAN C. PERLIN

ATTORNEY AT LAW

201 ALHAMBRA CIRCLE

SUITE 503

CORAL GABLES, FLORIDA 33134

FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES

TELEPHONE (305) 443-3104
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May 7, 1999

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-05/13/99-01064-006
****122.50 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Gibbs Holdings, Inc.

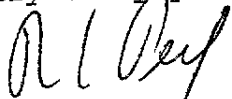
Gentlemen:

Enclosed are original and duplicate Articles of Incorporation regarding the above together with my check in the amount of \$122.50.

Please file the original Articles and return the certified duplicate to me in the stamped, self-addressed return envelope enclosed.

Thank you for your cooperation in this matter.

Very truly yours,



Brian C. Perlin

BCP/bd

Enclosures

FILED
99 MAY 13 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GIBBS HOLDINGS, INC.

FILED
99 MAY 13 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation is:
GIBBS HOLDINGS, INC.

ARTICLE II.

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that the corporation is authorized to issue is 500 shares with a par value of \$1 each.

ARTICLE IV.

The amount of capital with which the corporation will begin business is the sum of \$500.00

ARTICLE V.

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI.

The street address of the principal office of the corporation in this State shall be: 201 Alhambra Circle, Suite 503, Coral Gables, FL 33134

ARTICLE VII.

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

NAME/ADDRESS

BRIAN C. PERLIN
201 Alhambra Circle, Suite 503
Coral Gables, FL 33134

ARTICLE VIII.

The number of directors of the corporation shall be not less than one nor more than seven. The name and street address of each member of the first Board of Directors who shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Brian C. Perlín	201 Alhambra Circle, Suite 503 Coral Gables, FL 33134

ARTICLE IX.

The Registered Agent of the corporation, for purposes of accepting service of process, shall be BRIAN C. PERLIN, whose address within this State is as follows: 201 Alhambra Circle, Suite 503, Coral Gables, Florida 33134.

ARTICLE X.

The registered office of the corporation shall be:
201 Alhambra Circle, Suite 503, Coral Gables, FL 33134

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8th day of May, 1999.


BRIAN C. PERLIN

Having been named to accept service of process for the above stated corporation, at 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.

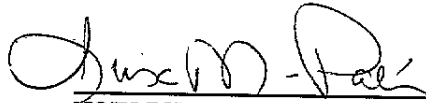

REGISTERED AGENT

FILED
99 MAY 13 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that BRIAN C. PERLIN, to me personally known, this day acknowledged before me that he executed the foregoing Articles of Incorporation, and I further certify that the said person making said acknowledgement to be the person described in and who executed the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 8th day of May, 1999.



NOTARY PUBLIC, State of
Florida at Large
LISA M. PALES
My Commission expires:

OFFICIAL NOTARY SEAL LISA M PALES NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC563564 MY COMMISSION EXP. JUNE 28, 2000
