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HENRY ESTEVA  
(1918-1998)

*P99000059331*

June 24, 1999

200002917152--5  
-06/28/99--01093--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: GMB Global Enterprises, Inc.  
File No. F 354 G

Gentlemen:

Please find enclosed original Articles of Incorporation for the above-named corporation along with an original Certificate of Designation Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	<u>\$ 122.50</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*[Signature]*  
John L. Green, Jr.

JLG:ekg  
Encs.

cc: George D. Foster, M.D.  
Peter C. Schatzel

jlg\354\corp.ltr

FILED  
99 JUN 28 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GMB GLOBAL ENTERPRISES, INC.**

FILED  
99 JUN 28 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name**

The name of this Corporation is GMB GLOBAL ENTERPRISES, INC.

**ARTICLE II**

**Principal Office or Mailing Address**

The principal office or the mailing address of the Corporation is 1665 Ocean View Drive, Tierra Verde, Florida 33715.

**ARTICLE III**

**Existence and Duration**

This Corporation shall begin existence on the date these Articles of Incorporation are filed with the Florida Department of State, and shall have perpetual existence.

**ARTICLE IV**

**Purpose**

This Corporation may engage in the transaction of any activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock authorized to be issued by the Corporation shall be One Thousand (1,000) shares having no par value. Each of the said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be

received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

## ARTICLE VI

### Initial Registered Office and Agent

The address of the initial registered office of this Corporation is 1665 Ocean View Drive, Tierra Verde, Florida 33715, and the name of its initial registered agent at said address is George D. Foster.

## ARTICLE VII

### Initial Board of Directors

This Corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than One (1). The name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George D. Foster	1665 Ocean View Drive Tierra Verde, Florida 33715
Michelle A. Foster	1665 Ocean View Drive Tierra Verde, Florida 33715

## ARTICLE VIII

### Incorporator

The name and address of the Incorporator of this Corporation is as follows:

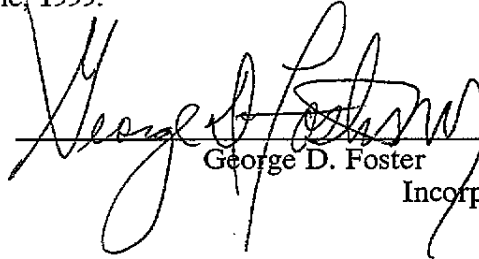
<u>NAME</u>	<u>ADDRESS</u>
George D. Foster	1665 Ocean View Drive Tierra Verde, Florida 33715

## ARTICLE IX

### Amendment of Articles of Incorporation

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation this 23 day of June, 1999.

  
George D. Foster  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 23<sup>rd</sup> day of June, 1999, by GEORGE D. FOSTER, [who is personally known to me][~~who has produced~~ as identification](strike one).

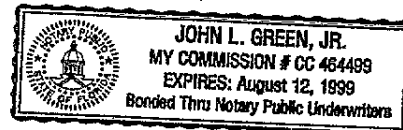
Sign: 

Print: JOHN L. GREEN, JR.

Notary Public

My commission expires:

jlg\354\article.inc



FILED  
99 JUN 28 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 is GMB GLOBAL ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

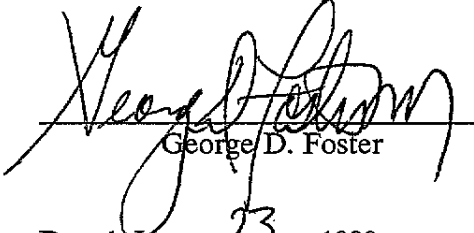
George D. Foster  
1665 Ocean View Drive  
Tierra Verde, Florida 33715

GMB GLOBAL ENTERPRISES, INC.

By:   
George D. Foster, President

Dated: June 23, 1999

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
George D. Foster

Dated: June 23, 1999