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03 MAY 22 AM 11:25
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAY 22 PM 12:26

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Grupo Gatun, Inc

Signature _____

Requested by: AW

Name _____

Date 5/22

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION

OF

GRUPO GATUN, INC.

ARTICLE I.

The name of this corporation shall be:

GRUPO GATUN, INC.

ARTICLE II.

The general nature of business to be carried on by this corporation, is:

a. To engage in the tire business in general, including but not limited to the marketing and sale of tires and inner tubes for all vehicles, and in any other business incidental or necessary thereto.

b. To enter into any and all contracts with any person, firm, corporation and/or association.

c. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and/or personal property or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

d. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

e. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

f. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under the Florida Business Corporation Act.

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ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock of ONE and NO/100 (\$1.00) DOLLAR par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire un-issued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 151 S. E. 15th Road, Suite C-1, Miami, Florida 33129, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be at 151 S. E. 15th Road Suite C-1, Miami, Florida 33129. The initial Registered Agent at such address shall be JORGE L. LATORRE.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The name and address of the member of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until his successor is elected and qualified, or until his earlier removal from office, resignation or death is:

**JORGE L. LATORRE
151 S. E. 15th Road
Suite C-1
Miami, Florida 33129**

ARTICLE X.

The name and address of the incorporator is:

**JORGE L. LATORRE
151 S. E. 15th Road
Suite C-1
Miami, Florida 33129**

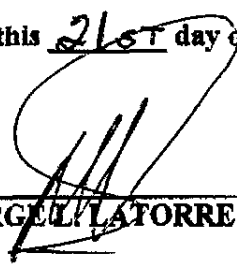
ARTICLE XI

The Bylaws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

ARTICLE XII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

I, the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts contained herein are true and correct, and accordingly hereto set my hand and seal this 21st day of May 2003.



JORGE L. LATORRE (SEAL)

**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:**

**GRUPO GATUN, INC. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of incorporation at City of Miami, County
of Miami-Dade, State of Florida has named JORGE L. LATORRE, located at 151 S.E. 15th
Road, Suite C-1, Miami, Florida 33129, as its agent to accept service of process within this
State.**

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

**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.**



JORGE L. LATORRE
(Registered Agent)

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