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ACCOUNT NO. : 072100000032  
REFERENCE : 738217 115423A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 12 AM 11:40

ORDER DATE : March 12, 1998  
ORDER TIME : 9:51 AM  
ORDER NO. : 738217-005  
CUSTOMER NO: 115423A

CUSTOMER: George Louis Garcia, Esq  
GEORGE LOUIS GARCIA, ESQ

900002455079--1  
-03/12/98-01097-008  
\*\*\*\*122.50 \*\*\*\*122.50

Suite 206  
807 Southwest 25th Avenue  
Miami, FL 33135

DOMESTIC FILING

NAME: METRO GOLD WHOLESALE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Handwritten initials: *SL* 3/12/98

RECEIVED  
98 MAR 12 AM 10:45  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF**

**METRO GOLD WHOLESALE CORP.**

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**Article I - Name**

The name of this corporation is METRO GOLD WHOLESALE CORP.

**Article II - Purpose**

This corporation is organized for the purpose of real estate investment and for doing any and all other services allowed by law.

**Article III - Capital Stock**

This corporation is authorized to issue 100 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

**Article IV - Principal Office**

The street address of the principal office of this Corporation is:

1 N.E. 1<sup>st</sup> Street, #14  
Miami, Florida 33132

**Article V - Initialed Registered Office and Agent**

The initial registered agent and the initial registered office is as follows:

George L. Garcia, Esquire  
807 S.W. 25 Avenue, #206  
Miami, FL 33135  
305/649-3322

**Article VI - Board of Directors**

The number of directors may be either increased or decreased from time

to time as provided in the Bylaws but shall never be less than one. The following persons are directors of the Corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Orlando Horta, Jr. President/Secretary	10575 S.W. 58 Street Miami, FL 33173

#### **Article VII - Incorporators**

The name and address of the initial incorporator (s) of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Orlando Horta, Jr.	10575 S.W. 58 Street Miami, FL 33173

#### **Article VIII - Powers**

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### **Article X - Indemnification**

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, or employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprises which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure

to the benefit of the heirs, executors and administrators of such person.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of March, 1998.

*Orlando Horta, Jr.*  
Orlando Horta, Jr.  
Incorporator/Director

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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA        )  
  ) SS: ~~589-42-91~~  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me by and affiant is personally known to me or has produced the following

identification: *personally known* this *11th* day of *March*, 1998.

My Commission expires:  
George Garcia  
MY COMMISSION # CC517086 EXPIRES  
April 2, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.



*George Garcia*  
Notary Public, State of Florida  
At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for METRO GOLD WHOLESALE CORP. at the place designated in the Articles of Incorporation, George L. Garcia agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such times he shall notify the corporation of his resignation.

Dated *3/11/98*

*George L. Garcia*  
George L. Garcia, Esquire