

Charter Number Only

3/11/98  
P98000024769

Sergio Pentum P.A.

Requestor's Name  
3191 Coral Way #

Address  
Miami, FL 33145

City State ZIP Phone  
448-1362

SECTION ONLY

100002458991--2  
-03/17/98--01003--028  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

GroupSaks, Corp.

FILED  
98 MAR 17 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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98 MAR 17 AM 9:27  
DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION  
OF  
GROUPSAKS, CORP.

WE, THE UNDERSIGNED, HEREBY ASSOCIATED TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUS OF THE STATE OF FLORIDA, PROVIDING FOR FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE GROUPSAKS, CORP. ITS BUSINESS SHALL BE CARRIED AT HIALEAH, FLORIDA, AND AT SUCH OTHER POINTS OR PLACES IN THE STATE OF FLORIDA AND IN THE UNITED STATES AND FOREIGN COUNTRIES AS MAY, FROM TIME TO TIME, BE AUTHORIZED BY THE BOARD OF DIRECTORS. ITS PRINCIPAL OFFICE SHALL BE AT 887 E. OKECHOBEE RD. HIALEAH, FLORIDA 33010.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS AS FOLLOWS:

SECTION I: THAT OF SELLING MARINE & BOAT SUPPLIES AND EQUIPMENT.

SECTION II: THAT OF PURCHASING, LEASING, RENTING, SELLING HOLDING AND OTHERWISE ACQUIRING AND DISPOSING OF REAL ESTATE AND PERSONAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE, AND CHOOSES IN ACTION EITHER AS OWNER, BROKER AGENT OR FACTOR.

SECTION III: IN THE PURCHASE OR ACQUISITION OF PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OF AFFAIRS, AND WITHOUT LIMIT AS TO AMOUNT, TO INCUR DEBTS, AND TO RAISE, BORROW AND SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITION OF BONDS, WARRANTS, DEBENTURES, OBLIGATIONS, NEGOTIABLE AND TRANSFERABLE INSTRUMENTS AND EVIDENCE OF INDEBTEDNESS OF ALL KINDS, WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST, OR OTHERWISE.

SECTION IV: THIS CORPORATION SHALL HAVE ALL THE GENERAL POWERS, TOGETHER WITH ALL THE ADDITIONAL AND SPECIFIC POWERS GRANTED BY THE LAWS OF THE STATE OF FLORIDA, AS WELL AS ALL IMPLIED POWERS IN CARRYING OUT THE FOREGOING EXPRESSED POWERS.

SECTION V: THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, BUT NO RECITATION, EXPRESSION OR DECLARATION OR SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE, BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHERS LAWFUL POWERS PERMITTED TO CORPORATIONS FOR PROFIT ARE HEREBY INCLUDED.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 500 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN (\$ 500.00) FIVE HUNDRED DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN HIALEAH, FLORIDA, AND IT MAY HAVE SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND OUTSIDE THE STATE OF FLORIDA AND IN FOREIGN COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) DIRECTOR, THE EXACT NUMBER OF DIRECTORS TO BE FIXED BY THE BY-LAWS OF THIS CORPORATION.

ARTICLE VIII

THE NAME AND ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL ORGANIZATION MEETING OF THIS CORPORATION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED MR. FRANK SAKS 2737 NW 17TH STREET MIAMI, FL. 33125.

THE OFFICES TO BE HELD BY THE ABOVE NAMED DIRECTOR IS AS FOLLOWS:

FRANK SAKS - PRESIDENT, SECRETARY & TREASURER.

ARTICLE IX


THE NAME AND ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, AND A STATEMENT OF THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
FRANK SAKS	2737 N.W. 17TH STREET MIAMI, FL. 33125	500	500

ARTICLE X

THE PROVISION OF THIS CHARTER, AND EACH AND EVERY ARTICLE AND SECTION HEREOF, AND THE BY-LAWS OF THIS CORPORATION SHALL BE CONSIDERED A PART OF EVERY CONTRACT AND TRANSACTION TO WHICH THIS CORPORATION SHALL BE A PARTY. EVERY PERSON, ASSOCIATION AND/OR CORPORATION DEALING WITH THIS CORPORATION IN HEREBY CHARGED WITH NOTICE AND KNOWLEDGE OF THIS CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS  
16th DAY OF MARCH A.D. 1998.

 (SEAL)

\_\_\_\_\_ (SEAL)

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED  
MR. FRANK SAKS, WHO IS PERSONALLY KNOWN TO ME, WHO EXECUTED AND  
SUBSCRIBED TO THE FOREGOING ARTICLES OF INCORPORATION AND HE  
ACKNOWLEDGE, BEFORE ME, THAT HE EXECUTED THE SAME AND SUBSCRIBED  
TO THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT MIAMI, FLORIDA SAID STATE  
AND COUNTY, THIS 16th DAY OF MARCH 1998.



Y. Dominguez  
MY COMMISSION # CG579042 EXPIRES  
August 22, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: August 22, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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 GROUPOSAKS, CORP., DESIRING TO ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT CITY OF HIALEAH, COUNTY OF DADE, STATE OF FLORIDA.

HAS NAMED FRANK SAKS LOCATED AT 2737 N.W. 17TH STREET CITY OF MIAMI, STATE OF FLORIDA 33125 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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

98 MAR 17 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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BY X