

LAW OFFICES

*Paul M. Kade*

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Admitted in Florida  
and North Carolina

FILED

2000 JUN 19 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Tel: (904) 670-6929  
Fax: (904) 670-9990

June 16, 2000

**SENT VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gainesville Street  
Tallahassee, Florida 32399

Re: **GUTCAST DEVELOPMENT CORP.**  
**Our File No : 667.18**

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-06/19/00--01110--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

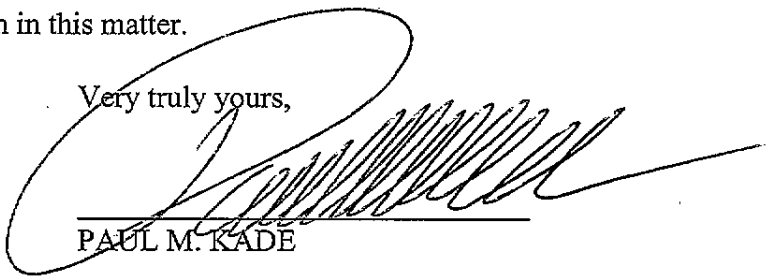
Enclosed for filing are Articles of Incorporation for GUTCAST DEVELOPMENT CORP. Also enclosed is a check in the amount of \$87.50 to pay for filing of the Articles of Incorporation a certified copy the Articles of Incorporation and a Certificate of Status for GUTCAST DEVELOPMENT CORP.

We would appreciate your forwarding the certified copies of the Articles of Incorporation and the Certificate of Status to our office in the enclosed prepaid Federal Express mailer.

Please return the documentation in the enclosed pre-addressed Federal Express mailer.

Thank you for your cooperation in this matter.

Very truly yours,

  
PAUL M. KADE

PMK:krq  
Enclosures

ARTICLES OF INCORPORATION  
OF  
GUTCAST DEVELOPMENT CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is GUTCAST DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be: 13200 S.W. 128 Street, Bldg. G, Miami, Florida 33186.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this corporation shall be 9300 South Dadeland Boulevard, Suite 408, Miami, Florida 33156, and the initial registered agent of this Corporation at such office shall be Paul M. Kade, Esq., 9300 South Dadeland Boulevard, Suite 408, Miami, Florida 33156, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than three (5). The names and addresses of the directors constituting the initial Board of Directors are:

Jose Gutierrez  
13200 S.W. 128 Street, Bldg. G  
Miami, FL 33186

Raphael Castro  
2701 S.W. 89 Avenue  
Miami, FL 33165

Tania Gutierrez  
13200 S.W. 129 Street, Bldg. G  
Miami, FL 33186

Victoria Castro  
2701 S.W. 89 Avenue  
Miami, FL 33165

#### ARTICLE VII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Vice President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

#### ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

#### ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or transfer of stock in the corporation to third parties must be approved in advance by the owners of not less than fifty-one percent (51%) of the outstanding shares of stock and any attempted sale or transfer to a third party in violation of this provision is null and void.

ARTICLE XI - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any shareholder, officer, or director. The Articles of Incorporation may be amended by resolution passed by a majority vote of the Board of Directors.

ARTICLE XII - INCORPORATOR

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

Jose Gutierrez  
13200 S.W. 128 Street, Bldg. G  
Miami, Florida 33186.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence as of the date of subscription and acknowledgment of these Articles of Incorporation.

DATED this 16 day of June, 2000.

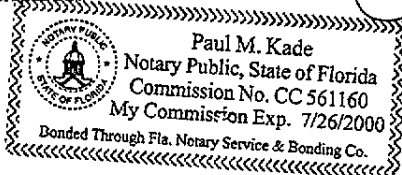
  
\_\_\_\_\_  
Jose Gutierrez, Incorporator

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF MIAMI-DADE    )

The foregoing Articles of Incorporation of GUTCAST DEVELOPMENT CORP., were acknowledged before me this 16 day of June, 2000, by Jose Gutierrez, as Incorporator.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GUTCAST DEVELOPMENT CORP., at the place designated in the Articles of Incorporation, I, PAUL M. KADE, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office

DATED this 16 day of June, 2000.



PAUL M. KADE, Registered Agent

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