

**Amix**

**3721**

Charter Number Only

VALIDATION ONLY

Requestor's Name  
LENNY GRAVIER, CPA  
Address  
150 Alhambra Circle #800  
Coral Gables, FL 33146  
City State ZIP Phone  
446-3177

900003309619--0  
-06/30/00--01022--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

EUREKA CROOK, INC

FILED  
00 JUN 30 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

- |                                                    |                                          |                                                     |
|----------------------------------------------------|------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |

FILED  
30 AM 10:05  
OFF OF STATE  
CORPORATION  
TALLAHASSEE, FLORIDA

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

**CERTIFIED COPY**

ARTICLES OF INCORPORATION

EUREKA CREEK, INC.

ARTICLE I - NAME

The name of the corporation is:

EUREKA CREEK, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE OF THE CORPORATION

The street address of the initial registered office of this corporation is 150 Alhambra Circle Suite 800, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at that address is Leonardo D. Gravier. The principal office of the corporation will be 150 Alhambra Circle, Suite 800 Coral Gables, FL., 33134.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Jose Luis Vazquez      150 Alhambra Circle  
                                 Coral Gables, FL., 33134

ARTICLE VIII - OFFICERS

The officers of the corporation shall be:

President:      Jose Luis Vazquez  
Secretary:     Jose Luis Vazquez  
Treasurer:     Jose Luis Vazquez

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Leonardo D. Gravier

150 Alhambra Circle, Suite 800

Coral Gables, Florida 33134

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.


ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

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, the undersigned subscriber has executed these articles of incorporation this 28th day of JUNE, 2000.

  
\_\_\_\_\_  
Leonardo D. Gravier

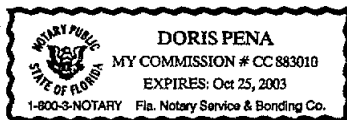
STATE OF FLORIDA )

SS:

COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Leonardo D. Gravier, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and affixed my official seal in the State and county aforesaid, this 28<sup>th</sup> day of June.



Doris Pena  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

Leonardo D. Gravier  
REGISTERED AGENT

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00 JUN 30 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA