

# P01000032154

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

ct america, inc.

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 29, 2001

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**ARTICLES OF INCORPORATION  
OF  
GT AMERICA, INC.**

Pursuant to the appropriate provisions of the Florida Business Corporation Act, the undersigned corporation (the "Company") adopts the following Articles of Incorporation adopted by unanimous consent of all shareholders entitled to vote on this matter as indicated below.

**ARTICLE I - NAME**

The name of the Company is GT America, Inc.

**ARTICLE II - PURPOSE**

The Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - DURATION**

The Company shall exist perpetually unless sooner dissolved by the shareholders.

**ARTICLE IV - ADDRESS**

The principal place of business and mailing address for the Company is 1004 Kestrel Court, Celebration, Florida 34747.

Prepared by:

Steven H. Naturman, Esq.  
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#### ARTICLE V - STATED CAPITAL

The Company is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

#### ARTICLE VI - REGISTERED AGENT

The Registered Agent of the Company is Raul Wagley, 1004 Kestrel Court, Celebration, Florida 34747.

#### ARTICLE VII - BOARD OF DIRECTORS/INCORPORATORS

The Company shall be managed by a board of directors. The Company shall have two (2) directors at the time of the filing of these articles. The name and address of the current directors are listed below. These persons are the incorporators and they accept such role (as indicated by his signature) and their business addresses are as follows:

Raul Wagley  
1004 Kestrel Court  
Celebration, Florida 34747

David Wagley  
1004 Kestrel Court  
Celebration, Florida 34747

The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the Company but shall never be less than two (2). The directors shall hold office until their successors are elected and qualify as provided in the bylaws.

#### ARTICLE VIII - OFFICERS

The officers of the Company shall be the CEO, CFO and a secretary. and, if the board of directors later determines, vice presidents (the number thereof to be

determined by the board of directors) and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers may be deemed necessary, may be elected, or appointed by the board of directors. Any two (2) or more offices may be held by the same person.

At the time of the approval of these articles of incorporation, Raul Wagley is the CEO, David Wagley is the CFO and Alejandra Barrenechea is the Secretary of the Company (at the address indicated above). There are no other officers at this juncture.

#### **ARTICLE IX - SHAREHOLDER PROPERTY**

Private property of the shareholders shall not be subject to the payment of the Company's debts. The Company shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the Company.

#### **ARTICLE X - ACTIONS REQUIRING SHAREHOLDER APPROVAL**

Prior to taking any of the actions set forth below, the Company shall procure the consent of more than fifty (50) percent of all of the shares of the common stock then issued and outstanding:

- (a) The sale, assignment, transfer, lease, exchange or other disposition of all or substantially all of the Company's assets.
- (b) The issuance of any additional shares of common stock of the Company.
- (c) The merger, consolidation, liquidation or dissolution of the Company.
- (d) Any and all amendments to the articles of incorporation and bylaws of the Company.

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(e) Any change in the amount of capital stock authorized to be issued by the Company; and

(f) The issuance of any classes of capital stock other than this type authorized herein.

We, the undersigned, as the incorporators, agree, adopt, approve and consent to the above Articles of Incorporation this 28<sup>th</sup> day of March, 2001

By: [Signature]  
Raul Wagley

By: [Signature]  
David Wagley

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

[Signature]  
Raul Wagley

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