

**ELLIOTT J. GELFAND, C.P.A., P.A.**  
CERTIFIED PUBLIC ACCOUNTANT

10691 NORTH KENDALL DRIVE SUITE 311 MIAMI, FLORIDA 33176 (305) 274-8181

**P01000084813**

August 22, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500004557395--  
-08/27/01--01057--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation  
GRUMAX, INC.

Dear Sir or Madam:

Please forward the approved articles of incorporation to me at the following address.

GRUMAX, INC.  
c/o Elliott J. Gelfand  
10691 North Kendall Drive  
Suite # 311  
Miami, Florida 33176

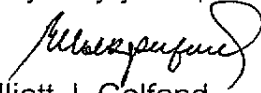
I have enclosed a check for \$ 78.75 for the following fees:

Filing Fees	\$35.00
Registered Agent	35.00
Certified Copy	8.75
	<u>\$78.75</u>

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01 AUG 27 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thanking you in advance for your considered cooperation.

Very truly yours,

  
Elliott J. Gelfand

EJG:rd  
Enclosure

T. Burch AUG 28 2001

# ARTICLES OF INCORPORATION

## OF GRUMAX, INC.

**FILED**  
01 AUG 27 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### ARTICLE I

#### NAME

The name of this corporation is GRUMAX, INC. The principal place of business of the corporation shall be 7701 SW 62 Avenue, Second Floor, South Miami, Florida 33143.

### ARTICLE II

#### NATURE OF BUSINESS

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the state of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

### ARTICLE III

#### TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in

accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10691 North Kendall Drive, Suite # 311, Miami, Florida 33176 the name of the initial registered agent of this corporation at that address is Elliott J. Gelfand.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) Directors initially. The number of directors may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this corporation is:

Peter Baugh  
Wilhelm Roedenbeck  
Jesus Lopez Rosas  
Andres Aguayo

Common Address: 7701 SW 62 Avenue  
Second Floor  
South Miami, FL 33143

## **ARTICLE VII**

### **CLASSES OF DIRECTORS**

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

## **ARTICLE VIII**

The following individuals whose names and address appear below will hold to the following offices:

Peter Baugh, President  
Wilhelm Roedenbeck, Vice-President  
Common Address: 7701 SW 62 Avenue  
Second Floor  
South Miami, FL 33143

## **ARTICLE IX**

### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

## **ARTICLE X**

### **POWERS**

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

## **ARTICLE XI**

### **DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of the shares of any other class.

## **ARTICLE XII**

### **INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be a made a party by reason of his being or having been a director, officer, employee or agent as herein provided. This foregoing right of indemnification shall not be exclusive of any other rights to which any directors, officers, employees or agents may be entitled as a matter of law or which he may be lawfully granted.

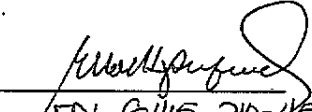
**ARTICLE XIII**  
**INCORPORATOR**

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

Elliott J. Gelfand  
10691 North Kendall Drive  
Suite # 311  
Miami, Florida 33176

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: 8/22/01

  
FDL 01415-210-45-348  
ACKNOWLEDGMENT

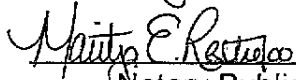
STATE OF FLORIDA            )

SS:

COUNTY OF MIAMI-DADE        )

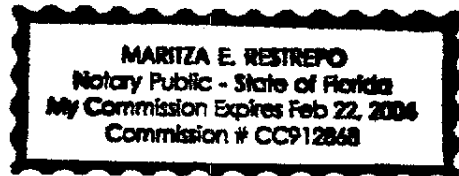
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Elliott J. Gelfand, known to me and known by me to be the person who executed the foregoing Articles of ~~Incorporation~~ GEUMAX, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of August A.D., 2001.

  
Notary Public

State of Florida at Large

My commission expires: Feb 22, 2004



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

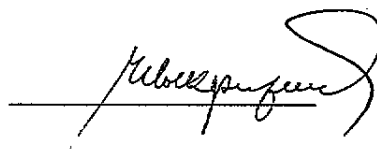
### **CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

GRUMAX, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Elliott J. Gelfand, 10691 North Kendall Drive, Suite # 311, Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

#### **ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated 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 office.

A handwritten signature in black ink, appearing to read "Elliott J. Gelfand", is written over a horizontal line.