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**Florida Department of State
Division of Corporations
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To:

**Division of Corporations
Fax Number : (850) 205-0381**

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATIONS
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FLORIDA PROFTT CORPORATION OR P.A.

G.P.G. INTERNATIONAL ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

G.P. G. INTERNATIONAL ENTERPRISES, INC.

ARTICLE I - NAME

The Legal Name of this Corporation is:

G.P.G INTERNATIONAL ENTERPRISES, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is ONE HUNDRED, Shares of Common Stock having a per value of \$ 1.00 (One) per each share. The Capital Stock issued is \$ 100.00

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Personal & Corporate Income Tax
Miami, Florida

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ARTICLE - V

INITIAL AND PRINCIPAL REGISTERED OFFICE AND AGENT

The principal address and office of this Corporation shall be at : 1055 WEST 29th STREET, SUITE # 1, 2ND FLOOR, HIALEAH, FLORIDA 33012 and the registered agent of the Corporation shall be: Mr. RICHARD CHARLES ILLA , with address located at 1055 WEST 29TH STREET, SUITE # 1, 2ND FLOOR, HIALEAH, FLORIDA 33012, Who upon accepting this designation and agree, to comply with the provisions of Section No. 48.091, Florida Status as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of TWO members. The number of Directors may be increased and / or decreased from time to time, by the majority vote of the stockholders. The number of directors never shall be less than One (1) and no more than Five (5). The Names and addresses of the Directors constituting the initial Board of Directors are:

NAME	ADDRESS
1.- ERNESTO RODRIGUEZ RUIZ PRESIDENT-TREASURER DIRECTOR	1055 W 29th STREET, STE # 1, HIALEAH, FLORIDA 33012
2.- PAOLA V. RODRIGUEZ TOVAR VICE-PRESIDENT-SECRETARY DIRECTOR	1055 W 29th STREET, SUITE # 1 HIALEAH, FLORIDA 33012

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Hialeah, Florida

ARTICLE - VII

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a majority and regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership

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of the stock. The Board of directors shall have all corporate powers, business and affairs will be exercised, managed and directed under the authority of the Board of Directors, and the affirmative vote of a majority of the stockholders of the Corporation.

ARTICLE VIII- INCORPORATOR

The Name and Address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESSES

IN BEHALF:
JACKSON-BLOCK & ASSOCIATES
RICHARD CHARLES ILLA

1085 W 29th STREET STE # 1
HIALEAH, FLORIDA 33012

[Signature]

INCORPORATOR

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ACCEPTANCE OF REGISTERED AGENT
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Having been Named to accept Service of Process for : G.P.G INTERNATIONAL ENTERPRISES, INC. at the place designated in the Articles of Incorporation. I, RICHARD CHARLES ILLA , accept to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open said office.

Miami-Dade County
State of Florida
Date: October 6th of 2001

[Signature]

RICHARD CHARLES ILLA
Registered Agent.

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