

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P01000103891**

*GEO Incentives, Inc.*

RECEIVED

01 OCT 26 AM 10:51

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: *W/L*

Name \_\_\_\_\_

Date *10/26*

Time *11:00*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

**FILED**  
01 OCT 26 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700004655007--8  
10/26/01--01044--007  
\*\*\*\*210.00 \*\*\*\*\*70.00

*gj 10/26*

ARTICLES OF INCORPORATION  
OF  
GEO INCENTIVES, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida and hereby states the Articles as follows:

ARTICLE I

The name of this Corporation shall be:

GEO INCENTIVES, INC.

and its initial post office and its principal office for the conduct of business are: 7521 SW 176 Street, Miami, FL 33157.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general purpose of the Corporation is to engage in corporate investing, consulting any other activities and/or businesses permitted under the laws of the United States and the State of Florida, which is deemed desirable by the Corporation.

ARTICLE III

The term for which this Corporation shall exist shall be perpetual commencing on the filing of these Articles of Incorporation with the Secretary of the State of Florida and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this Corporation within the limitations prescribed by law.

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE IV

The Corporation is authorized to issue 1,000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the stockholders at a

FILED  
0100 26 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

meeting duly held and convened.

#### ARTICLE V

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, but shall never be less than one (1).

The name and street address of the initial Director of the Corporation are:

NAME	ADDRESS
XIMENA BARRIENTOS	7521 SW 176 Street Miami, FL 33157

Said Director is a natural person; a citizen of the United States and is of full adult age. The aforesaid Director shall hold his office until the first Annual Meeting of the Stockholders, or until his successor is elected.

#### ARTICLE VI

A. The affairs of this Corporation shall be managed by Officers elected by the Board of Directors at its Annual Meeting. The Officers shall serve until the next Annual Meeting of the Board of Directors unless removed earlier in accordance with the By-Laws.

B. The names of the Officers who shall serve until the election at the organizational meeting after these Articles are approved are:

XIMENA BARRIENTOS	President
XIMENA BARRIENTOS	Secretary/Treasurer

#### ARTICLE VII

The name and address of the Incorporator signing these Articles of Incorporation are Ximena Barrientos, 7521 SW 176 Street, Miami, Florida 33157.

#### ARTICLE VIII

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon Stockholders herein are granted subject to this reservation.

#### ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

#### ARTICLE X

The Stockholders of this Corporation shall be entitled to remove any director from office at any time with or without cause.

#### ARTICLE XI

The Stockholders and Directors of this Corporation may take action by written consent as provided by law.

#### ARTICLE XII

The Corporation shall indemnify each officer and director, and each former officer and director, to the full extent permitted by law when made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of GEO INCENTIVES, INC., this 24<sup>th</sup> day of October, 2001.

  
XIMENA BARRIENTOS  
Incorporator

#### DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

1. GEO INCENTIVES, INC. hereby designates the following registered agent and her office for service of process:

Sandra L. Test  
of the Law Offices of  
JOHN H. TEST, P.A.  
8900 Southwest 117 Avenue  
Suite B 105  
Miami, Florida 33186

2. The undersigned registered agent is familiar with and accepts the duties and responsibilities as registered agent for said Corporation, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

DATED this 25<sup>th</sup> day of October, 2001



SANDRA L. TEST, ESQ.

STATE OF FLORIDA       )  
                                  )  
COUNTY OF MIAMI-DADE   )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared XIMENA BARRIENTOS, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of GEO INCENTIVES, INC. and he acknowledged before me that she executed those Articles of Incorporation, that the form of identification is personal knowledge, and that an oath was taken

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24<sup>th</sup> day of October, 2001.



Notary Public  
State of Florida at Large  
My Commission Expires:

FILED  
01 OCT 26 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA