

FROM : IRMA U HERNANDEZ LAW OFFI
Division of Corporations

FAX NO. : 305 8217846

Dec. 17 2001 12:31PM P1

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H01000118986

Florida Department of State
Division of Corporations
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Fax Number : (850)205-0381

From:
Account Name : LAW OFFICES OF IRMA V. HERNANDEZ
Account Number : 105336002774
Phone : (305)557-4304
Fax Number : (305)821-7846

FLORIDA PROFIT CORPORATION OR P.A.

GFS BAHAMAS LIMITED, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM : IRMA V HERNANDEZ LAW OFFI
(H010001218170)

FAX NO. : 305 8217846

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CERTIFICATE OF INCORPORATION

OF

GFS BAHAMAS LIMITED, INC.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I.

The name of the proposed corporation shall be:

GFS BAHAMAS LIMITED, INC.

ARTICLE II.

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

- A. To do any and all business necessary under and according to the laws of the State of Florida;
- B. To purchase for investment or resale and to traffic in land and houses and other property of any nature and any interest therein; to create, sell and deal in freehold and leasehold ground rents and to make advances upon security of land or houses or other property, or any interest therein, and generally to traffic in and by way of sale, lease, exchange, or otherwise with the land and houses and any other property whether real or personal;
- C. Other negotiable or transferable instruments including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

This Document Prepared by:
Irma V. Hernandez, Atty.
215 West 49th Street
Hialeah, FL 33012
305/557-4304
Fla. Bar No. 147294

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- D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidence of indebtedness, created by any corporation or corporations of this state, or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.
- E. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted on directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without in any particular limiting any and all objects and powers of this corporation, it is expressly declared and provided that this corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects herein above mentioned, to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a co-partnership or natural person could do and exercise, and which now or thereafter may be authorized by law.

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred with a par value of \$5.00 each.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The principal office of the corporation shall be located at the County of Dade, City of Miami, State of Florida, with an address: **11767 SOUTH DIXIE HIGHWAY Suite 286 Miami, Florida 33156**

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(H010001218170)

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ARTICLE VII.

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, By-Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors shall be elected and qualified, are as follows:

Maria Regina Avila 8125 SW 86 Terrace, Miami, Florida 33143

ARTICLE IX.

The names and post office address of each subscriber to the Certificate of Incorporation, and the number of shares which each agree to take, the total aggregate amount which shall be the sum of Five Hundred Dollars No/100 (\$500.00); the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Maria Regina Avila	8125 SW 86 Terr Miami, Florida 33143	100	\$500.00

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ARTICLE X.

The officers of the corporation until the first meeting of the Board of Directors shall be:

Maria Regina Avilla, President, 8125 SW 86 Terrace Miami, Florida 33143

IN WITNESS WHEREOF, the parties have hereunto made, subscribed and acknowledged this Certificate of Incorporation.

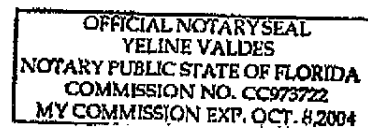
Maria Regina Avilla (SEAL)
Maria Regina Avilla, President

COUNTY OF DADE) I CERTIFY THAT on this day personally appeared **Maria Regina Avilla** who produced a Florida Driver' License as identification the following and who, after being duly sworn, executed the foregoing Certificate of Incorporation and they acknowledge the said Certificate of Incorporation as the act and deed of the signers and that the facts therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida this 14 day of December, 2001.

Yeline Valdes
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH Section 48.091, Florida Statute, the following is submitted:

GFS BAHAMAS LIMITED, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Miami, County of Dade, State of Florida, located a 11767 South Dixie Highway Suite 286 Miami, Florida 33156 names:

Maria Regina Avila
8125 SW 86 Terr
Miami, Florida 33143

as its resident agent to accept service of process within the State of Florida.

Maria Regina Avila

Maria Regina Avila
8125 SW 86 Terr
Miami, Florida 33143
December , 2001

01 DEC 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Maria Regina Avila

Maria Regina Avila
8125 SW 86 Terr
Miami, Florida 33143

DECEMBER 14, 2001

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