

P020000019093

## Florida Department of State

Division of Corporations

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## To:

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

## From:

Account Name : CENTRES, INC.  
Account Number : I19990000140  
Phone : (305)670-1997  
Fax Number : (305)670-4429

## FLORIDA PROFIT CORPORATION OR P.A.

Centres Surplus GP, Inc.

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**ARTICLES OF INCORPORATION  
OF  
CENTRES SURPLUS GP, INC.**

**ARTICLE I - NAME**

The name of this corporation is CENTRES SURPLUS GP, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

c/o Centres Inc.  
Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156

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**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

This Instrument Prepared by:  
Rosa Eckstein Schechter, Esq.  
Florida Bar No. 896527  
Centres Inc.  
Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156

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**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Rosa Eckstein Schechter	Two Datan Center, Suite 1528 9130 South Dadeland Boulevard Miami, Florida 33156

**ARTICLE VI - COMMENCEMENT**

This corporation shall commence at the time of the filing of these Articles of Incorporation.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Kenneth B. Karl	Two Datan Center, Suite 1528 9130 South Dadeland Boulevard Miami, Florida 33156

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator are:

<u>Name</u>	<u>Address</u>
Rosa Eckstein Schechter	Two Datan Center, Suite 1528 9130 South Dadeland Boulevard Miami, Florida 33156

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**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-Laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 19 day of February, 2002.



Rosa Eckstein Schechter, Incorporator  
and Registered Agent