

Division of Corporations

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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 : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

FLORIDA PROFIT CORPORATION OR P.A.

GRESCOT HOLDINGS CORPORATION

Certificate of Status	1
Certified Copy	0
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CERTIFICATE OF INCORPORATIONOFGRESCOT HOLDINGS CORPORATIONFILED
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TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE INAME

The name of this corporation is GRESCOT HOLDINGS CORPORATION.

ARTICLE IIGENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IIICAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IVINITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE VTERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza
2100 Salzedo Street Suite 300
Phone: (305) 444-6226
Coral Gables, Florida 33134
Florida Bar No.0698806

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ARTICLE VIADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is 1925 BRICKELL AVENUE, UNIT D-708, MIAMI, FL 33129. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VIIDIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
JOAQUIN SANCHEZ ARGUELLES	1925 BRICKELL AVENUE, UNIT D-708, MIAMI, FL 33129
BIENVENIDA MALKUN DE SANCHEZ	1925 BRICKELL AVENUE, UNIT D-708, MIAMI, FL 33129

ARTICLE VIIIINITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President & Assistant Secretary & Treasurer	Joaquin Sanchez Arguelles	1925 Brickell Ave, Unit D-708 Miami, FL 33129
President & Assistant Secretary & Treasurer	Bienvenida Malkun De Sanchez	1925 Brickell Ave, Unit D-708 Miami, FL 33129

ARTICLE IXINCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is JOAQUIN SANCHEZ ARGUELLES of 1925 BRICKELL AVENUE, UNIT D-708, MIAMI, FL 33129.

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ARTICLE X
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

GRESCOT HOLDINGS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street Suite 300 Coral Gables, FL 33134.

WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this 20th day of March, 2002.



Joaquin Sanchez Arguelles

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of March, 2002, by Joaquin Sanchez Arguelles. He is personally known to me or has produced his DOMINICAN PASSPORT as identification, and he did _____ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 30th day of January, 2002.

My commission expires:



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



Carlos F. Arazoza
Commission # CC 955207
Expires July 17, 2004
Bonded Through
Atlantic Bonding Co., Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GRESCOT HOLDINGS CORPORATION

2. The name and address of the registered agent is:

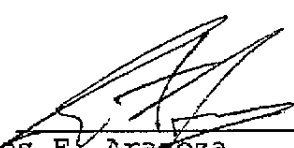
ARAZOZA & FERNANDEZ-FRAGA P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33134

ARAZOZA & FERNANDEZ-FRAGA P.A.



Carlos F. Arazoza,
Managing Director
March 20, 2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Carlos F. Arazoza,
Managing Director
March 20, 2002

CORP\INCORP\GRESCOT OVERSEAS CORPORATION

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