

PO2000059254

Charles J. Gillies  
P. O. Box 1949  
Boca Raton, FL 33429

May 23, 2002

Division of Corporations  
Secretary of the State of Florida  
P. O. Box 6327  
Tallahassee, FL 32314

RE: New Corporation – Gillies Investments, Inc.

Dear Sir or Madam,

In my rush to get things off my desk this morning, I sent the application for registering the above corporation to you without the necessary check.

The check in the amount of \$78.75 is enclosed. Thank you for your assistance.

Sincerely,

*Charles J. Gillies*

800005637988--8  
-05/29/02--01046--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY 29 PM 1:40

Charles Gillies GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art X  
DATE 5/29/02  
DOC. EXAM BR

BR 5/29  
W-15177

**CERTIFICATE OF INCORPORATION**

**OF**

**GILLIES INVESTMENTS, INC.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

**ARTICLE I**

The name of this corporation shall be:

**GILLIES INVESTMENTS, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To engage in all aspects of real estate investments, plumbing, heating, air conditioning and mechanical work including but not limited to land planning and improvement, construction of buildings both for rental and for submission to the condominium or cooperative form of ownership and resale, or for speculation and resale, to enter into all phases of construction and development, to purchase or otherwise acquire, and to own, mortgage, improve, buy, sell, exchange, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker.

B. To build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally; to loan money upon real and personal property and to take mortgages and bonds, and assignment of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise.

C. To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and descriptions.

FILED  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 MAY 29 PM 1:41

D. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise, and real and personal property of every kind and description including marine docks and boats.

E. To act as agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

F. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

G. To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

H. To borrow money, and contract debts, when necessary, in the purchase or acquisition of real, personal and intangible property, business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limits as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust, or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

J. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State or any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

K. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations, and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

L. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

M. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### **ARTICLE III**

#### **CAPITAL STOCK**

The Capital stock of this Corporation shall be Five Hundred (500) shares of One (\$1.00) and no/100 dollar par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

### **ARTICLE IV**

#### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred and No/100 (\$500. 00) Dollars.

### **ARTICLE V**

#### **CORPORATE EXISTENCE**

This Corporation shall exist perpetually, unless sooner dissolved according to law.

### **ARTICLE VI**

#### **PRINCIPAL PLACE OF BUSINESS AND RESIDENT AGENT**

The principal place of business of said corporation shall be at 23 Royal Palm Way, Unit 14, Boca Raton, Florida 33432, with the privilege of having branch offices at other places within or without the State of Florida.

Charles J. Gillies is hereby designated as the Resident Agent of the said Corporation.

### **ARTICLE VII**

#### **NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one and not more than three.

## **ARTICLE VIII**

### **DIRECTORS**

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

Charles J. Gillies, 23 Royal Palm Way, Unit 14, Boca Raton, FL 33432.

## **ARTICLE IX**

### **SUBSCRIBERS**

The names and post office addresses of the subscribers and the number of shares of stock which each agrees to take are:

Charles J. Gillies, 23 Royal Palm Way, Unit 14, Boca Raton, FL 33432; 500 shares.

Each stockholder agrees to pay not less than one and no/100 (\$1.00) dollars per said share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

## **ARTICLE X**

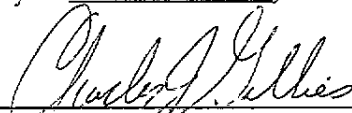
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this Corporation shall have the power to make or amend the Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the Corporation.

**IN WITNESS WHEREOF**, we the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a

corporation to do business within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove; set forth, and hereunto set our hands and seals this 23 day of MAY, 2002.

  
\_\_\_\_\_  
CHARLES J. GILLIES

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared CHARLES J. GILLIES, party to the foregoing Certificate of Incorporation, known to me personally to be such, and I have first made known to them the contents of said Certificate, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 23 day of May, 2002.

Notary Public





Silvia Calvo  
My Commission DD064384  
Expires October 11, 2005