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TRANSMITTAL LETTER

FILED

02 AUG -5 AM 9:35

Department of State  
Division of Corporations P.O. Box 6327  
Tallahassee, Florida 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJET:

200006898182--6  
-08/05/02--01061--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Gauna Corporation**

(PROPOSED CORPORATE NAME MUST INCLUDE SUFFIX)

Enclosed is an original and one ( 1 ) copy of the articles of incorporation and a check for:

☐

\$70.00 Filing Fee

☐

\$78.75 Filing Fee  
& Certificate of  
Status

☐

\$78.75 Filing Fee  
& Certified Copy

☒

\$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

**FROM:**

Juan Carlos Gauna

Name (print or Typed)

8 Broadway Ave. Suite D

Address

Kissimmee, Florida 34741

City, State & Zip

(407) 343-4640

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION  
OF  
Gauna Corporation**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, of a corporation under the Florida General Corporation Act and in Icompliance with Chapter 607 and Chapter 621, F.S. (Profit), adopts the following Articles of Incorporation for such corporation:

**ARTICLE I NAME**

The name of this corporation shall be: **Gauna Corporation**

**ARTICLE II INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent and street address of the initial registered office of the Corporation in the State of Florida shall be as follows:

**Juan Carlos Gauna  
8 Broadway Ave. suite D  
Kissimmee, Florida 34741**

**ARTICLE III PURPOSE**

The nature of the business and objets and purposes to be transacted, promoted and carried on for pecuniary profit, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might do or could do in any part of the world, viz: the purpose of the corporation is to engage in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV DURATION**

This corporation shall have perpetual existence unless dissolved according to law commencing on the date all fees are paid and these subject Articles of Incorporation are filed by the Secretary of State.

## ARTICLE V POWERS

In order to carry out the object and purposes above related in article THREE, and in addition to, but not in limitation of, all powers accorded by the General Corporation law of the State of Florida, the corporation shall have the power to:

- A. Sue and be sued in any court, and appear in any judicial or administrative proceedings for the assertion or protection of its interests;
- B. Have a corporate seal;
- C. Hold, purchase, convey and otherwise deal in or with movable and immovable property, that is, personal and real property, and any interest therein, withing and without the State of Florida, and mortgage or lease any such property or interest therein, with its franchises, withing the limits permitted by law;
- D. Apply for, acquire, hold, use, sell, mortgage, license and otherwise deal in or with letters, patents of the United State or any foreign nation, and all patents rights, licenses, privileges, inventions, improvements, processes, trade marks and trade names relating to or useful in connection with any business carried on by it;
- E. Appoint such officers and agents as the corporation may required, allow them suitable compensation, and remove them to the pleasure of the corporation;
- F. Guarantee third party obligations, whether natural or legal person;
- G. Make by-laws for the internal government of the corporation with power to alter, amend or repeal any of them from time to time;
- H. Dissolve itself, or to be dissolved in the manner provided by law;
- I. Conduct business within and without the State of Florida and maintain branch offices withing and without the State of Florida;
- J. Acquire in any manner, dispose of in any manner, guarantee, and otherwise deal with the shares of capital stock or instruments of obligation of any other corporation, domestic or foreign, and while the owner or holder thereof exercises all rights, powers and privileges relating thereto;
- K. Acquire in any manner, dispose of in any manner, guarantee, and otherwise deal with the whole or any part of the property, goodwill, franchise, business and assets of every type and nature, of any judicial or natural person, for the use and business of this corporation; and to guarantee, assume, undertake and pay the indebtedness and liabilities thereof;
- L. Organize and operate wholly or partly owned or controlled subsidiary corporations or other forms of business enterprise.

## ARTICLE VI INCORPORATORS

The name and address of the incorporator signing these articles of incorporation is shown below:

Juan Carlos Gauna  
8 Broadway Ave. Suite D  
Kissimmee, Florida 34741

Ana Fernandez  
8 Broadway Ave. Suite D  
Kissimmee, Florida 34741

## ARTICLE VII MANAGEMENT

- A. Until the election of the Board of Directors, the Incorporator shall direct the affairs and organization of the corporation, and may take all steps that may be proper to perfect such organization, including the election of Directors. Thereafter, the business and affairs of the corporation shall be managed by its Board of Directors whose number (which shall not be less than two) and manner of election shall be determined by the *by-laws* of the corporation. The Directors need to be stockholders, and shall hold office from the time of their election of qualification until their successors shall have been elected and qualified. A majority of Directors shall constitute a quorum for the transaction of business, except that the *by-laws* may provide that not less than one-third (1/3) of the total number of Directors, and in no event fewer than two Directors may constitute quorum.
- B. The Board of Directors may, by Resolution adopted by the majority of the whole Board, designate one or more committees, to consist of two (2) or more Directors which shall to the extent that may be designated in the Resolution, or in the *by-laws*, have and may exercise the power of the Board of Directors (other than the power to remove or elect Statutory Officers) in the management of the business and affairs of the corporation, and may authorize the use of the seals to the corporation whenever necessary.
- C. Meetings of the Board of Directors shall be held outside of the State of Florida.
- D. The officers of the corporation shall be the President, Vice-President, Treasurer and Secretary, who shall be chosen by the Directors and who shall hold office until their successors are chosen and qualified. The President shall be chosen from among the Directors. Any two officers (with the exception of the President and the Secretary) may be held by the same person. The corporation may have such Officers and Agents as are appropriate, who shall be chosen in such manner and hold their offices for such terms and upon such conditions as may be prescribed by the *by-laws* or determined by the Board of Directors. The Board of Directors may delegate to any person within the corporation the power to select, appoint, employ, discharge, fix the terms and conditions of employment and salaries or compensation of any person not holding corporate office.

## ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder of this corporation shall have the right to purchase shares of the same kind, class or series of stock on this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within 30 days of receipt of a notice in writing from the corporation.

## **ARTICLE IX SHARES**

The Corporation is authorized to issue ten thousand (10,000) shares of one dollars (\$1.00) per share, which shall be designated as "Common Shares". The total capital stock is ten thousand dollars (\$10,000).

## **ARTICLE X BY -LAWS**

The Incorporators, or, if they do not get in this regard, then the first Board of Directors, shall adopt *by-laws* for the internal government and management of the corporation. Thereafter, the power to make, alter or repeal the by-laws shall be vested in the Directors, subject to the statutory power of the stockholders to alter or repeal the by-laws so made.

## **ARTICLE XI MEETINGS**

The general meeting of stockholders of the corporation shall be held annually at the principal office of the corporation, on a date to be established in the by-laws. The general meeting of the Board of Directors shall be held as such periods as may be established in the by-laws. General and special meetings of the Board of Directors, and special meetings of Stockholders may also be provided for in the by-laws.

## **ARTICLE XII RESERVES**

The Shareholders or the Directors may set apart any of the funds of the corporation available for dividends, for the establishment of a reserve or reserves funds as they may deem advisable for any proper purpose. They shall also have the power to abolish such reserve in the manner in wich they were created.

## **ARTICLE XIII AMMENDMENT OF ARTICLES**

The power to adopt, alter, amend or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Florida corporation.

The undersigned subscriber has executed these Articles of Incorporation, this 23 day of June, 2002

  
\_\_\_\_\_  
Juan Carlos Gauna -Subscriber

**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 Statutes, the following is submitted:

That **Gauna Corporation** desiring to organize or qualify under the laws of the State of Florida,  
with Its principal place of business at **8 Broadway Ave. Suite D Kissimmee, Florida 34741**,  
has named as its agent to accept service of process withing Florida as being **Mr. Juan Carlos Gauna**.

  
\_\_\_\_\_  
Juan Carlos Gauna

Having been named to accept services of process for the above named 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.

  
\_\_\_\_\_  
Juan Carlos Gauna

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