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02 NOV -6 PM 10:11  
DIVISION OF CORPORATION

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2002 NOV -6 PM 1:21  
TALLAHASSEE FLORIDA

8/11/02

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VALIDATION ONLY

Alan R. Hecht.

Requestor's Name

2670 N.E. 215 Street

Address

Miami, FL 33180-

City

State

ZIP

Phone

933-1441.

CORPORATION(S) NAME

GmCR Group, Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

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**ARTICLES OF INCORPORATION  
FOR  
GMCR GROUP, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, a natural person, does hereby form a corporation under the Florida General Corporation Act, and other laws of the State of Florida.

**ARTICLE ONE**

The name of the Corporation is **GMCR GROUP, INC.**

**ARTICLE TWO**

Subject to the laws of the State of Florida regarding Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE FOUR**

The existence of the Corporation shall be perpetual.

**ARTICLE FIVE**

The street address of the principal office of the Corporation is 361 Jefferson Avenue, Unit 1, Miami Beach, Florida 33139, and the street address of the Corporation's initial registered office is 361 Jefferson Avenue, Unit 1, Miami Beach, Florida 33139, and the initial Registered Agent at that address is Gonzalo Marquez Castillo.

Prepared by: Alan R. Hecht, Esq., 2670 N.E. 215 St., Miami, FL 33180, (305) 933-1441, FI Bar #186813

Law Offices of Alan R. Hecht, 2670 N. E. 215th Street/ Miami, FL 33180/ Tel. (305) 933-1441/ Fax (305) 935-2041

## **ARTICLE SIX**

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than seven.

## **ARTICLE SEVEN**

The name of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until such person's successor is elected and has qualified is:

<b>NAME</b>	<b>ADDRESS</b>
Gonzalo Marquez Castillo	361 Jefferson Avenue, Unit 1 Miami Beach, Florida 33139

## **ARTICLE EIGHT**

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

## **ARTICLE NINE**

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

## **ARTICLE TEN**

The name and street address of the person signing these articles is:

<b>NAME</b>	<b>ADDRESS</b>
Gonzalo Marquez Castillo	361 Jefferson Avenue, Unit 1 Miami Beach, Florida 33139

**ARTICLE ELEVEN**

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 shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

**ARTICLE TWELVE**

The initial By-Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

**ARTICLE THIRTEEN**

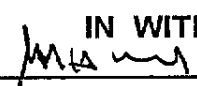
Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the Corporation.

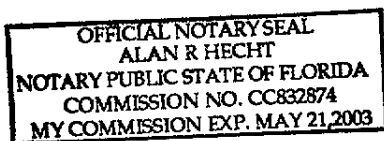
**EXECUTED** at Miami, Miami-Dade County, Florida, this 4 day of November, 2002.

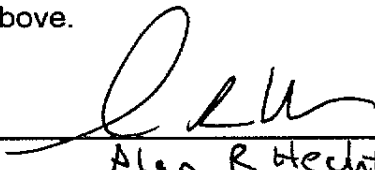
  
\_\_\_\_\_  
**GONZALO MARQUEZ CASTILLO**  
Incorporator

**STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)**

The foregoing instrument was acknowledged before me this 4 day of November, 2002, by **GONZALO MARQUEZ CASTILLO**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced \_\_\_\_\_ as identification, and who did ☒, did not ☐, take an oath.

 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at \_\_\_\_\_, Florida, the day and year first written above.



  
\_\_\_\_\_  
Alan R. Hecht  
(Printed Name of Notary)

\_\_\_\_\_  
Serial Number of Notary  
Notary Public, State of Florida  
My Commission Expires:

## **CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

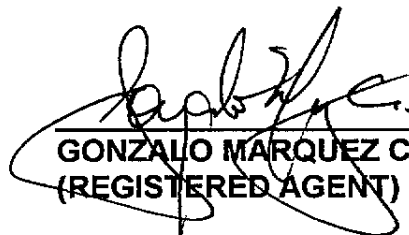
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

### **DESIGNATION**

**GMCR GROUP, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **GONZALO MARQUEZ CASTILLO**, as it's Registered Agent and 361 Jefferson Avenue, Unit 1, Miami Beach, Florida 33139 as its registered office.

### **ACCEPTANCE**

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
\_\_\_\_\_  
**GONZALO MARQUEZ CASTILLO**  
**(REGISTERED AGENT)**

**FILED**  
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CLERK OF STATE  
TALLAHASSEE FLORIDA