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ROBERTO R. RUELO*

ATTORNEY AT LAW 16409 ASHWOOD DRIVE TAMPA, FLORIDA 33624-1152

> 813/963-7648 FAX 813/963-7840

*ALSO ADMITTED IN ILLINOIS

February 24, 2003

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

Re: Gentech Trading and Services

Sirs/Mesdames:

Enclosed for filing in duplicate are the Articles of Incorporation of the above-named entity, together with a check for \$70.00 for filing fee and registered agent's fee. Should you need further information or document in connection with this filing, please let me know. Thank you.

Sincerely,

Roberto R. Ruelo

to A. Thale

67.

Enclosures

cc:

Humberto G. Javellana (w/ encls.)

ARTICLES OF INCORPORATION

FILED

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GENTECH TRADING AND SERVICES, INC.

-SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be GENTECH TRADING AND SERVICES, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized is to engage in trading and services, import/export of institutional and cleaning chemicals, water treatment and specialty chemicals, reverse osmosis (desalination plant), water softener and water purifier, agricultural products, building materials, etc., and/or to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in Section 607.0850, Florida Statutes.

ARTICLE VII - PRINCIPAL OFFICE; INITIAL REGISTERED AGENT AND ADDRESS

The principal office or mailing address of the corporation is 3618 W. Rogers Avenue, #6, Tampa, Florida 33611, or such office or address as the Board of Directors may, from time to time, determine. The street address of its initial registered agent is 3618 W. Rogers Avenue, Tampa, Florida 33611, and the name of its initial registered agent at such address is HUMBERTO JAVELLANA.

ARTICLE VIII - INITIAL DIRECTORS; INCORPORATORS; SHAREHOLDERS

The corporation shall have nine directors initially. The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors, incorporators, and shareholders are:

BERT A. ALMEDA

15013 Mystic Way, Tampa, FL 33624

FELIX FRIAS

8000 N.W. 47th Street, Ocala, FL 34482

HUMBERTO JAVELLANA

3618 W. Rogers Avenue, #6, Tampa, FL 33711

ROBERTO R. RUELO

16409 Ashwood Drive, Tampa, FL 33624-1152

ROLAND YOUNG

15002 Arbor Reserve Circle, #102, Tampa, FL 33624

EFREN UY

263 Pharmacy Ave., #610, Scarborough, Ontario,

Canada M1L-3E8

NILO YPIL

8000 N.W. 47th Street, Ocala, FL 34482

ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

The undersigned has executed these Articles of Incorporation this 22 day

BERT A', ALMEDA

NITO A

HUMBERTO JAVELLANA

PORERTO R RUELO

ROLAND YOUNG

TOTAL CA

NILO YPIL

CERTIFICATE OF DESIGNATION OF 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: The name of the

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SECRETARY OF STATE COrporation is GENTECH TRADING & SERVICES, INC.; the name and address of the registered agent and office are HUMBERTO JAVELLANA, of 3618 W. Rogers Avenue, #6, Tampa, FL 33611.

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.

HUMBERTO JAVELLANA

Registered Agent