

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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**FLORIDA PROFIT CORPORATION OR P.A.
GAMBIT VENTURES CORPORATION**

Certificate of Status	0
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**Articles of Incorporation
OF
GAMBIT VENTURES CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is GAMBIT VENTURES CORPORATION.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act,
2. To engage in the business of consulting services; and,
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one thousand (1000), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

Attorney:
Lucilo Ramos, Jr., Esq.
5201 Blue Lagoon Drive, Suite 909
Miami, Florida 33126
(305) 718-3380

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**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

1233 Chenille Circle
Weston, FL 33327

The name of the registered agent at such address is:

Adolfo Soto

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

1233 Chenille Circle
Weston, FL 33327

**ARTICLE VIII
DIRECTORS/OFFICERS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the members of the first board of directors is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Adolfo Soto	Director/ President/ Treasurer	1233 Chenille Circle Weston, FL 33327
Patricia Soto	Director/ Vice President/ Secretary	1233 Chenille Circle Weston, FL 33327

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Adolfo Soto	1233 Chenille Circle Weston, FL 33327

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

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ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of December, 2003.

Adolfo Soto
ADOLFO SOTO

CERTIFICATION 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: GAMBIT VENTURES CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF Weston, STATE OF Florida, HAS NAMED Adolfo Soto, LOCATED AT 1233 Chenille Circle, Weston, FL 33327, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE Adolfo Soto
ADOLFO SOTO

TITLE President

DATE Dec 03, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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.

SIGNATURE Adolfo Soto
ADOLFO SOTO

DATE Dec 03, 2003

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TALLAHASSEE, FLORIDA

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