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| Special Instructions | to Filing Officer:       |
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| LAZARUS CORPORATE FILI       | NG SERVICE       |                            |                                       |  |
|                              | SV 102. 350.     |                            | · · · · · · · · · · · · · · · · · · · |  |
| MIAMI, FLORIDA (305)552-5973 |                  |                            |                                       |  |
|                              |                  |                            |                                       |  |
|                              |                  | OFFICE USE ONLY            |                                       |  |
| CORPORATION NAME(s) & D      | OCHMENT NUM      | RFR/S) (if known).         | ,                                     |  |
| 1. GBR WELDIN                | VG CORF          | 7                          |                                       |  |
| (Corporation Name)           |                  | (Document #)               |                                       |  |
| (Corporation Name)           | · ·              | (Document #)               |                                       |  |
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| Walk in Pick up time         | 2.00             | Certified (                | Copy                                  |  |
| Mail out Will wait           | Photocopy        | Certificate                | of Status                             |  |
| NEW FILINGS                  | AMENDA           | IENTS                      |                                       |  |
| Profit                       | Amendment        |                            |                                       |  |
| NonProfit                    | Resignation of   | R.A., Officer/Director     |                                       |  |
| . Limited Liability          | Change of Regis  | Change of Registered Agent |                                       |  |
| Domestication                | Dissolution/With | Dissolution/Withdrawal     |                                       |  |
| Other                        | Merger           | Merger                     |                                       |  |
|                              | <u> </u>         |                            |                                       |  |
| OTHERFUNGS                   | REGISTRATI       |                            |                                       |  |
| Annual Report                | Foreign          |                            |                                       |  |
| Fictitious Name              | Limited Partners | ship                       |                                       |  |
| Name Reservation             | Reinstatement    | 21.11                      | •                                     |  |
|                              | Trademark        |                            |                                       |  |

Other

Examiner's Initials

ARTICLES OF INCORPORATION OF:

G & R WELDING CORP. 7730 W 28 Ave. # 201 HIALEAH, FL. 33018

ARTICLE I - NAME

The name of this componation is: G & R WELDING, CORP.

# 04 JUL -1 PH 1: 25 TALLAHASSEE, FLORIDA

## ARTICLE II - DURATION

This componation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incomponation by the initial subscribers.

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lusiness permitted under the laws of the United States of America and the laws of the State of Florida.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determinated from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangille or intangille, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and honassesseable.

### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which be already holds,

shall have the right to purchase this pro ratashare thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7730 W 28 Ave # 201 HIALEAH, FL. 33018 and the name of the initial registered agent of this corporation at that address is GRIZANCY TRAMOUNTANIS

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have <u>ONE</u> Director (s) initially. The number of Directors may be increased or diminished from time to time in such marrer as may be prescribed by the By-Laws but shall never be less than one (1).

### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

Name

GRIZANCY TRAMOUNTANIS (OWNER 100% SHARES)

Address

7730 W 28 Ave. # 201 HIALEAH, FL. 33018

### ARTICLE IX - INDEMNIFICATION

The componation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director on Officer of the componation, and any person who serves at the request of this componation, as a director on officer of any other componation, from and against any and all claims and liabilities to which such person shall become subject by reason of his baving heretofore on hereafter taken on omitted by him as such director on officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, on be reimbursed for any expenses incurred in connection with any claim on liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accounting to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled on shall

crything. herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily on otherwise interested in, on are director or officers of such other corporation; any director individually, or any firm of which any director may he a member, may be a party to, or may be pecuniarily or otherwise interested in any contract on transaction of the corproation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other componation on is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as. if he were not such director or officer of such other corporation or not so irterested.

### ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>Name</u>

Address

GRIZANCY TRAMOUNTANIS

7730 W 28 Ave. # 201 HIALEAH, FL 33018

### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or charged and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

is altered, amended, on repealed by the Board of Directors.

### ARTICLE XIII - POWERS

This componation shall have all powers neccesary on convenient to effect and Annones and enumerated in the Florida General Componation Act.

All composate powers spall be exercised by on under the authority of, which we have and affairs of this composation shall be assuaged under the directions.

### ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the marrer provided in the marrer provided in the marrer provided in the marrer provided in the stockholders and approved at a stockholders meeting a majority of the state entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed tress Associated tress Assoc

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First: That G & R WELDING, CORP.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named GRIZANCY TRAMOUNTANIS

located at 7730 W 28 Ave. # 201 Hialeah, FL 33018

city of HIAREAH County of MIAMI DADE

State of Florida, as its agent to accept services of processes within this State.

### ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated componentian, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

REGISTERED AGENT