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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
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

gratitude holdings, inc.

Certificate of Status	0
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(6)

ARTICLES OF INCORPORATION

OF

GRATITUDE HOLDINGS, INC.

ARTICLE I - NAME

The name of the corporation is **GRATITUDE HOLDINGS, INC.**

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Ten Cent (\$.10) par value common stock.

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 he already holds, shall have the right to purchase his pro rata share 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

The street address of the initial registered office of this corporation is:
1420 S. BRICKELL BAY DRIVE, #1203
MIAMI, FL 33131

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is:

**DENISE BARAKAT DE ARIAS
1420 S. BAYSHORE DRIVE, #1203
MIAMI, FL 33131**

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this corporation is:

**c/o De La Hoz & Associates, PA
304 PALERMO AVENUE
CORAL GABLES, FL 33134**

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial director(s) of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
DENISE BARAKAT DE ARIAS	1420 S. BRICKELL BAY DR. UNIT 1203 MIAMI, FL 33131	PRESIDENT
DANIEL ARIAS	1420 S. BRICKELL BAY DR. UNIT 1203 MIAMI, FL 33131	TREASURER
ARIANA ARIAS	1420 S. BRICKELL BAY DR. UNIT 1203 MIAMI, FL 33131	SECRETARY
RAUL ARIAS	1420 S. BRICKELL BAY DR. UNIT 1203 MIAMI, FL 33131	VICE PRESIDENT

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

DENISE BARAKAT DE ARIAS
1420 S. BRICKELL BAY DRIVE, # 1203
MIAMI, FL 33131

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these

Articles of Incorporation on this _____ day of _____, 2004_____.

Quince B de Lima
INCORPORATOR

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before

me on this _____ day of _____, 20_____.

by _____.

Notary Public
State of Florida

Personally known to me
(or I.D. shown).

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE 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: **GRATITUDE HOLDINGS, INC.**, desiring to organize under the laws of the state of
Florida, with its principal offices as indicated in the Articles of Incorporation has named
DENISE BARAKAT DE ARIAS at 1420 S. BRICKELL BAY DRIVE, #1203, MIAMI, FL
33131, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place
designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


REGISTERED AGENT

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