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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

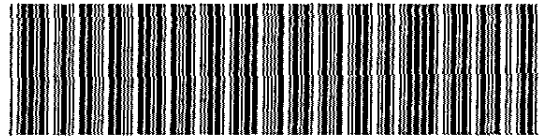
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Special Instructions to Filing Officer:

Mr. Rosenthal GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ACT. VIII  
DATE 5/10/05  
DOC. # 7H

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05 MAY -4 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Hampton MAY 10 2005

Law Offices

*Stephen N. Rosenthal*

Mailing Address

20533 Biscayne Boulevard, #265

*Aventura, Florida 33180*

Downtown Office  
25 West Flagler Street  
Suite 1040  
Miami, Florida 33130

April 26, 2004

Telephone: (305) 931-1115  
"Fax": (305) 931-1180

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

Re: Articles of Incorporation of:  
GCT III Corp.

To Whom It May Concern:

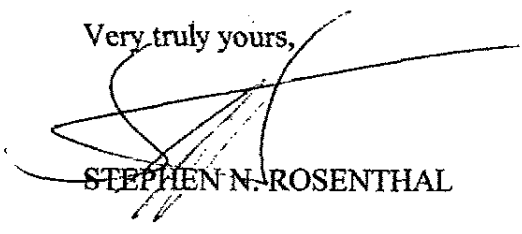
In connection with the above referenced matter, I am herewith enclosing an original and copies of the fully executed Articles of Incorporation for GCT III Corp.

As such, I would at this time appreciate your filing same within your public records and thereafter forwarding a copy of the filed Articles to my office in the self addressed stamped envelope.

I am also enclosing my check to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

**FILED**

05 MAY -4 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GCT III CORP.**

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THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

**ARTICLE I - NAME**

The name of the Corporation shall be: GCT III CORP.

**ARTICLE II - PURPOSE**

A. To carry on and engage in the business of servicing, rebuilding, repairing, assembling and manufacturing of transmissions, and other automotive repairs including any and all acts necessary and/or related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The corporation shall be authorized to issue capital stock in the following manner, to-wit:  
(1000) shares of common stock, having no par value.

**ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

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**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

**ARTICLE VI - PLACE OF BUSINESS**

The principal place of business of the Corporation shall be: 5835 Ravenswood Road, Ft. Lauderdale, Florida 33312.

**ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be ART KISKANYAN, and the Registered Office shall be located at 5835 Ravenswood Road, Ft. Lauderdale, Florida 33312, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

**ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles in Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
ART KISKANYAN - P, VP, S, T	5835 Ravenswood Road Ft. Lauderdale, Florida 33312

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
ART KISKANYAN	5835 Ravenswood Road Ft. Lauderdale, Florida 33312

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
ART KISKANYAN	5835 Ravenswood Rd. Ft. Lauderdale, Fl. 33312	1000	\$ 10,000.00

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees incurred or imposed upon such Director or

Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

### XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

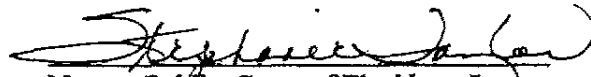
IN WITNESS WHEREOF, I have hereunto set by hand and seal at Ft. Lauderdale  
Broward County, florida, this 15 day of April, 2005.

 (SEAL)  
ART KISKANYAN

\_\_\_\_ (SEAL)

STATE OF FLORIDA )  
 )  
COUNTY OF )

The foregoing instrument was acknowledged before me this 15 day of April, 2005, by ART KISKANYAN, who is personally known to me or has produced his license as identification and who did (did not) take an oath; by \_\_\_\_\_ who is personally known to me or who has produced \_\_\_\_\_ as identification and who \_\_\_\_\_ did (did not) take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:



Stephanie Taylor  
My Commission DD135008  
Expires July 17 2006

**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of GCT III CORP. and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at 5835 Ravenswood Road, Ft. Lauderdale, Florida 33312.

  
Registered Agent  
ART KISKANYAN