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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN -4 PM 3:39

B. McKnight JAN 05 2006

## TRANSMITTAL LETTER

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

SUBJECT: GB Plaza Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: CRISTINA I GUTIERREZ  
Name (Printed or typed)

2143 MORNING STAR DR  
Address

CLERMONT FL 34714  
City, State & Zip

(352) 536-6237  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**Articles of Incorporation of  
GB Plaza, Inc**

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**Article I**

**Name, Principal Place of Business, Commencement and duration**

The name of the corporation is GB Plaza, Inc. The principal place of business of the corporation is 101 Polo Park Blvd, Davenport Fl 33897 . This Corporation shall commence corporate existence upon the filing of this articles, and shall have perpetual existence unless sooner dissolved according to the law

**Article II**

**Register office and Agent**

The address of the registered office in the State of Florida is 2143 Morning Star Drive, Clermont Fl 34714. The name of the registered agent at such address is Cristina I. Gutierrez.

**Article III**

**Corporate Purposes, Powers and Rights**

- 1- The nature of the business to be conducted or promoted and the purposes of the corporation are to engage in a lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.
- 2- In furtherance of its corporate purposes, the Corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

**Article IV**

**Capital Stock**

- 1- Total number of shares of capital stock which the corporation has the authority to issue is 10.000 shares of Common Stock (" Common Stock"), \$ 1.00 par value per share.
- 2- The designations, voting powers, preferences and relative, participating , optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follow:
  - (a) The holder of the common Stock are entitled to receive, to the extent permitted by law, such dividends as may declared from time to time by the board of Directors.
  - (b) In the event of the voluntary or involuntary liquidation , dissolution, distribution of assets or winding up of the corporation ,

after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation , trust or other entity, and receive payment therefore in cash, stock or obligations of such other corporation , trust or other entity, or any combination thereof, and may sell all or any part of the consideration so receive and distribute any balance thereof in kind to holders of Common Stock . The merger or consolidation of the Corporation into of with any other corporation, or the merger of any other corporation into it , or any purchase or redemption of shares of stock of the Corporation of any class, should not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.

- (c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the payment of the corporate debts, except to the extend of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such a person or such securities in any way may be altered, amended, restricted , enlarged, or repealed by legislative enactment of the State of Florida, or the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactment.

## **Article V**

### **Incorporator**

- 1- The name and mailing address of the incorporator of this corporation is as follows:

Name	Address
Cristina I. Gutierrez	2143 Morning Star Drive Clermont Fl 34714

- 2- The power of the incorporator shall terminate upon the filling of the Articles of the Corporation with the office of the Secretary of State of Florida.

## **Article VI**

### **Board of Directors**

- 1- All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-laws of the Corporation.
- 2- (a) The number of members of the Board of Directors will be fixed from time to time by the resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until next annual meeting of shareholders.  
 (b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.  
 (c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of shareholders is as follow:

Name	Address
Cristina I. Gutierrez	2143 Morning Star Drive Clermont Florida 34714

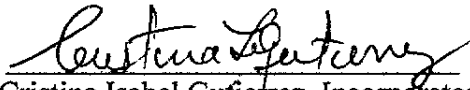
## **Article VII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned , for the purpose of forming a corporation under the laws of the State of Florida , does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true.

Dated: Jan 1<sup>th</sup>, 2006

  
Cristina Isabel Guierrez, Incorporator


**CERTIFICARE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Business Corporation Act of Florida, the following is submitted:

GB Plaza, Inc. has named Cristina Isabel Gutierrez, located at 2143 Morning Star Dr, Clermont Fl 34714, as its agent to accept service of process within Florida.

Having been named to service of process for GB Plaza, Inc at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of a Registered Agent under the business Corporation Act of Florida.

Dated this 1<sup>th</sup> of Jan 2006

  
\_\_\_\_\_  
Registered Agent  
Cristina Isabel Gutierrez

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