

P07000077153

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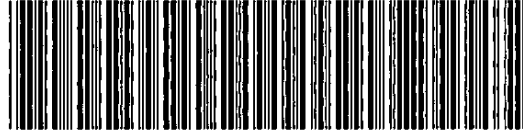
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Special Instructions to Filing Officer:

~~6007-31713~~

Office Use Only

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RECEIVED
07 JUL -3 PM12:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 JUN -3 AM11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 980401 81188A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 3, 2007

ORDER TIME : 11:15 AM

ORDER NO. : 980401-005

CUSTOMER NO: 81188A

DOMESTIC FILING

NAME: GONZALES & GONZALES CORP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 JUL -5 PM 4:18

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 5, 2007

CSC
ATTN: SUSIE KNIGHT

SUBJECT: GONZALES & GONZALES CORP.
Ref. Number: W07000031713

RESUBMIT

Please give original
submission date as file date.

We have received your document for GONZALES & GONZALES CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P03000144649 - GONZALEZ-GONZALEZ, INC..

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 307A00043113

ARTICLES OF INCORPORATION

OF

USA GONZALES AND GONZALES, Inc.

2007 JUN -3 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, the undersigned incorporator of this corporation under chapter 607, Florida status, as amended, adopt the following *Articles of Incorporation*:

ARTICLE I- NAME

The name of the corporation is: USA GONZALES AND GONZALES, INC.

ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- **To engage in investment and business development.**
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as the Board of Directors. May determine agents in such capacity and on such conditions as from time to time.
- 3- To acquire by purchase, lease or other wise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of very kind and description, incidental to, connected or suitable, necessary or convenient for any purpose enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporations, or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statue, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such considerations, as they may deem appropriate. The consideration may include money or other property which shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for exempt from assessment. Additional shares can be authorized by the Board of Directors.

ARTICLE IV- DURATION

This corporation shall have perpetual existence.

ARTICLE V- PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be: 10300 SW 72 STREET, SUITE 460 MIAMI, FL 33173 or other such places as may be designated by the Board of Directors.

ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of 1 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors shall be less than one. Said directors shall be of full age and at least one of them to be a citizen of the United States. Any director may be removed without cause at any annual meeting where a quorum is present in person or proxy.

ARTICLE VII- INITIAL OFFICERS

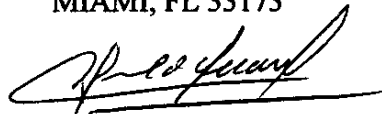
The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DAPHNEE GONZALES	PRESIDENT	10300 SW 72 ST. #460
	And SECRETARY	Miami, Fl 33173

ARTICLE VII- INCORPORATOR

The name and address of the incorporator is:

REYNOLD HERAUX
10300 SW 72 ST SUITE 460
MIAMI, FL 33173

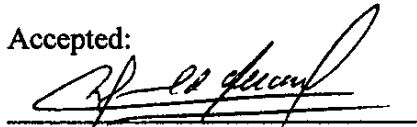


REYNOLD HERAUX

ARTICLE VII- REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX; 10300 SW 72 ST SUITE 460; MIAMI, FL 33173

Accepted:



REYNOLD HERAUX

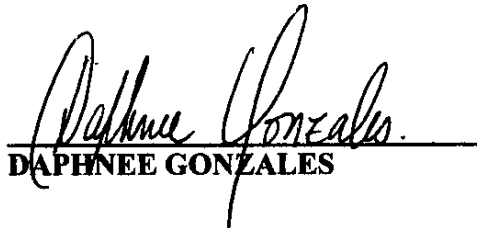
ARTICLE VIII- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, a Secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided by the Bylaws of the corporation, which said Bylaws may be amended at anytime in accordance with their provisions. The incorporators shall manage the business of the corporation until they are issued outstanding shares of stock standing in the name of the shareholders of record.

ARTICLE IX- UNANIMOUS CONSENT

The shareholders, by unanimous consent, evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which a quorum had been present.

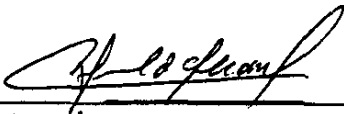
IN WITNESS WHEREOF, the person(s) named below have hereby executed this 29TH day of JUNE, 2007

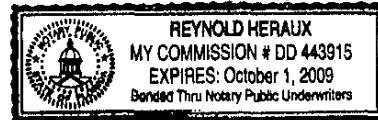

DAPHNEE GONZALES

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me as a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared: DAHPNEE GONZALES to me known to the person(s) described the subscriber to the foregoing Article of Incorporation in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA,
this 29TH day of JUNE, 2007


Notary signature

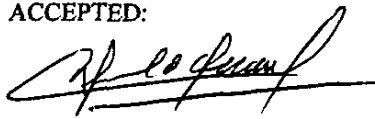


Notary seal

REGISTERED AGENT

In pursuance of chapter 48.092 Florida Statutes is submitted in compliance with the said act. That .
desiring to organize under the State of Florida with his principal office as indicated in the Articles of
Incorporation at the City of Miami, County of Dade, State of Florida has named REYNOLD
HERAUX, 10300 SW 72 St. suite 460, Miami, Florida 33173 as its agent to accept service of process
within the State.

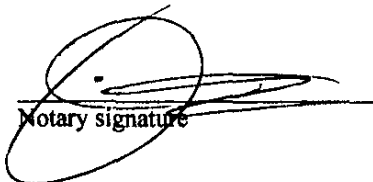
ACCEPTED:

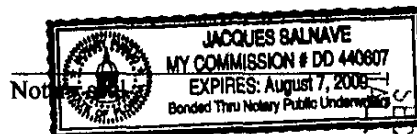

REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, hereby certify that on this day before me, a Notary Public, dully authorized in the State and County
above named, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the
person described in and who executed the forgoing Registered Agent Certificate and acknowledge
before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and Stat above named this 19th day of JULY, 2006


Notary signature



FILED
2007 JUN -3 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA