

PO9000082920

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~~W09-42922~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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FILED

144



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 24, 2009

RAFAEL GARCIS-TOLEDO
9130 S.W. 134TH PLACE
MIAMI, FL 33186

SUBJECT: G-T ENTERPRISES, INC.
Ref. Number: W09000042922

We have received your document for G-T ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

Please return the corrected 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) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 509A00031330

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ARTICLES OF INCORPORATION
TALLAHASSEE, FLORIDA

OF

G-T Overseas Enterprises, Inc.

ARTICLE I

NAME:

The name of this corporation is:

G-T Overseas Enterprises, Inc.

ARTICLE II

PURPOSE:

This corporation may engage in any aspect of design, planning, consulting and building of any type of infrastructures, systems or facilities related to modes of transportation including but not limited to roads, railroads and similar installations, airports, ports and the rendering of services related to the transport industry. This corporation may engage in the representation of entities, from USA and overseas, that perform the above mentioned services. Besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$ 0.01 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V

RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI

MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AGENT

The initial registered office, and mailing address of the corporation is: 9130 S. W. 134 Place, Miami, Fl 33186- and the registered Agent is: Rafael Garcia-Toledo, at 9130 S. W. 134th Place. Miami, Florida 33186.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws, initially, the following persons shall be the directors of this corporation:

Rafael Garcia-Toledo

9130 S.W. 134 Place
Miami, Fl 33186

ARTICLE VIII INCORPORATORS

The names and addresses of the person or persons signing these articles are:

Name

Street Address:

Rafael Garcia-Toledo

9130 S.W. 134 Place
Miami, Fl 33186

ARTICLE IX
OFFICERS

This corporations shall have the officers described in its by -laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE X
BY-LAWS

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

The power to adopt initial by-laws corresponds to the incorporator, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI

~~PROCEDURE IN CASE OF DEADLOCK~~

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any parties refuses to appoint the attorney or certified public accountant the, any party may petition the Miami-Dade County Bar Association and/or the Miami-Dade County CPA Association to nominate, in the stead

of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The corporation shall bear the cost incurred in the selection and functioning of the panel and shall have its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII
DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by Secretary of State.

~~IN WITNESS WHEREOF~~ the undersigned incorporator has executed the Article of Incorporation, this 21 day of Sept. 2009.


Rafael Garcia-Toledo

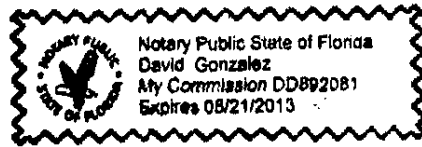
State of Florida)
201-74-8280)SS
County of Dade)

BEFORE ME, the undersigned authority, personally appeared, Rafael Garcia-Toledo who is personally know to me to be the person who executed the foregoing Articles of Incorporation and he acknowledge before me that he executed same, this 21 day of September, 2009.

Notary Public, State of Florida
Printed

FKDL 6-623-72039 0450

Name: David Gonzalez



My commission expires:

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designed above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

Rafael Garcia-Toledo
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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