

P12000044300

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

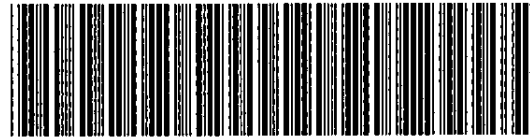
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600234894576

05/10/12--01032--008 \*\*78.75

EFFECTIVE DATE 5-7-12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAY 10 PM 2:15

R 5/11/12

## GUTIERREZ & ASSOCIATES

A Florida Professional Limited Liability Company  
Attorneys and Counselors at Law

1200 Brickell Avenue, Suite 350  
Miami, Florida 33131

Telephone (305) 577-4500

Fax: (305) 577-8690

E mail: [info@martlaw.com](mailto:info@martlaw.com)

Webpage: [www.martlaw.com](http://www.martlaw.com)

May 8, 2012

**VIA Federal Express**

Department of State  
Division of Corporations  
Att.: New Filing Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re.: GRISO Biomechanics Incorporated**  
**Our Reference No: S105-3886**

Dear Sir/Madam:

Enclosed please find for filing original Articles of Incorporation of the above-named corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed please find check number 19400, payable to the Florida Department of State, in the amount of \$78.75.

Please return a certified copy of the enclosed Articles of Incorporation to the undersigned. A return FedEx airway bill is enclosed, for your convenience when returning the certified documents.

*not enclosed*

Thank you in advance for your assistance.

Best regards,



Alejandra Price  
Paralegal

**ARTICLES OF INCORPORATION**

**OF**

**GRSO BIOMECHANICS INCORPORATED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12 MAY 10 PM 2:15

The undersigned Incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation pursuant to Chapter 607, Florida Statute (the "Act").

**ARTICLE I - Name**

EFFECTIVE DATE 5-7-12

The name of the corporation is GRSO Biomechanics Incorporated.

**ARTICLE II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be 1200 Brickell Avenue, Suite 350, Miami, Florida 33131.

**ARTICLE III - Term of Existence**

Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State, of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article IV - Nature of Business**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article V - Authorized Shares**

(a) **Number.** The Corporation is authorized to issue Five Hundred (500) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 1200 Brickell Avenue, Suite 350, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Gutierrez & Associates, PL.

#### **Article VII - Directors**

(a) Number. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than two.

(b) Directors: The name and street address of the member of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, are:

NAME:

Sergio Sanchez-Osorio

ADDRESS:

C/Gall, 47 entlo Pol Ind. Gall  
08950 Esplugues de Llobregat  
Barcelona, Spain

Eduardo Sanchez-Osorio

C/Gall, 47 entlo Pol Ind. Gall  
08950 Esplugues de Llobregat  
Barcelona, Spain

(c) Compensation. Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

#### **Article VIII - Officers**

The Officers of the Corporation shall consist of a President, Vice President and Secretary

and such other Officers and Assistant Officers as may be provided in the Bylaws. Except for those officers appointed herein below, each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officers of the Corporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>TITLE:</u>
Sergio Sanchez-Osorio	C/Gall, 47 entlo Pol Ind. Gall 08950 Esplugues de Llobregat Barcelona, Spain	President
Eduardo Sanchez-Osorio	C/Gall, 47 entlo Pol Ind. Gall 08950 Esplugues de Llobregat Barcelona, Spain	Secretary
Joaquin Santos	1403 Columbus Ave. Coral Gables, FL 33124	Vice President

#### **Article IX - Bylaws**

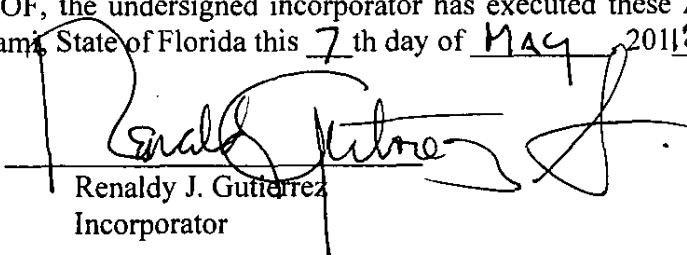
The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **Article X - Incorporator**

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RENALDY J. GUTIERREZ	1200 Brickell Avenue Suite 350 Miami, Florida 33131


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 7 th day of May, 2012.

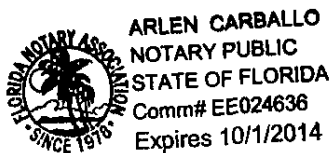
  
Renaldy J. Gutierrez  
Incorporator

STATE OF FLORIDA                     )  
  )ss:  
COUNTY OF MIAMI -DADE         )

BEFORE ME, the undersigned authority, personally appeared, Renaldy J. Gutierrez, who is known to me and known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade County, Florida this 7 th day of May, 2012.

  
NOTARY PUBLIC  
State of Florida at Large



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAY 10 PM 2:15

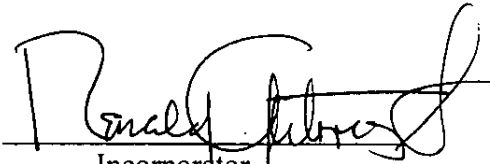
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAY 10 PM 2:15

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

- FIRST:                   The name of the corporation is  
                             GRSO BIOMECHANICS INCORPORATED
- SECOND:                The Registered Office of the Corporation is  
                             1200 Brickell Avenue  
                             Suite 350  
                             Miami, Florida 33131
- THIRD:                 The name of the registered agent is Gutierrez & Associates

Corporate officer signature:  
Title of officer:

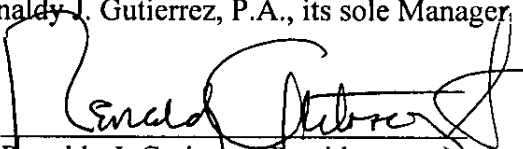
  
Incorporator

Date of execution:    May 7, 2012

**ACCEPTANCE**

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

GUTIERREZ & ASSOCIATES, PL  
By: Renaldy J. Gutierrez, P.A., its sole Manager

By:   
Renaldy J. Gutierrez, President

Date of execution:    May 7, 2012