

# P95000001185

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(Phone #)

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-01/20/95--01050--022  
\*\*\*\*122.50 \*\*\*\*122.50

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. C. G. B. Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

12/6-95  
Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 4, 1995

LAZARUS

MIAMI, FL

SUBJECT: C.G.B. CORPORATION  
Ref. Number: W95000000168

We have received your document for C.G.B. CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 395A00000259

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FBI  
95 JAN -5 PM 3:03  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

C.G.B., CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

C.G.B., CORPORATION

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares (\$1.00) par value each.

ARTICLE 5 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 12323 S.W. 28 Terra Miami, Fl.

33175 and the name of the initial registered agent at and address is William Groh 7855 S.W. 94 Street, Miami, Florida 33156

SECRET  
TALLAHASSEE, FLORIDA

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#### ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

#### ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on January 2, 1995

#### ARTICLE 8 - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

WILLIAM GROH	PRESIDENT	7855 S.W. 94 St. Miami, Fl. 33156
JAMES CARLIN	TREASURER	9450 S.W. 51 ST. Miami, Fl. 33165
DANIEL BOCK	SECRETARY	12323 S.W. 94 ST. Miami, Fl. 33175

#### ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

#### ARTICLE 11 - SHAREHOLDER ACTION

All of the stockholders of the corporation shall be required for any shareholder action.

#### ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have to power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

#### ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interested outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed my name on

X William Groh  
Shareholder, Incorporator

X James Carlin  
Shareholder, Incorporator

X Daniel Bock  
Shareholder, Incorporator

\_\_\_\_\_  
Shareholder, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary public, personally appeared  
William Groh, James Carlin and Daniel Bock

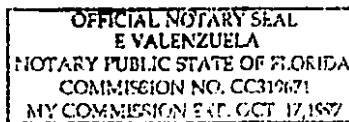
known to me to be the persons whose names are  
subscribed to the within instrument, and acknowledged that  
they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official  
seal at Miami, Florida, on January 2, 1995

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida  
at Large

My Commission Expires:


Personally Known



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
C.G.B. CORPORATION
2. The name and address of the registered agent and office is: William Groh  
7855 S.W. 94 ST.  
Miami, Fl. 33156

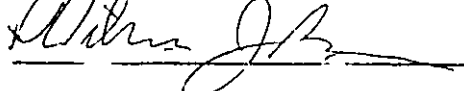
SIGNATURE x   
(corporate officer)  
TITLE President  
DATE January 2, 1995

STATE  
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE   
TITLE REGISTERED AGENT



# P95000001185

Daniel Bock  
12323 SW 28 Terr  
Miami, FL 33175

100001524171  
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 26 PM 1:40

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Examiner's Initials \_\_\_\_\_

Florida Department of State, Sandra B. Mortham, Secretary of State

**OFFICER / DIRECTOR RESIGNATION**

I, Daniel Alfred Bock, hereby resign as Secretary  
(Title)  
of C.G.B. Corporation  
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

  
(Signature of resigning officer/director)

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DIVISION OF CORPORATIONS  
95 JUN 26 PM 1:40

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

P95000001185

James Carlin  
9150 SW 51 ST  
Miami, FL 33165

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95 JUL 19 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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7/27  
JB

Examiner's Initials

7-3-95

I James Robert Carlin do hereby resign as treasurer of C.G.B.  
Corporation, a corporation lawfully formed in the state of Florida.  
I certify that the corporation has been notified of my resignation.

*James R. Carlin*

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TALLAHASSEE FLORIDA