

P9500000 2553

TRANSMITTAL LETTER

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: GER, Inc.

(Proposed corporate name - must include suffix)

20000118738392
-01/09/95--01070--017
***122.50 ***122.50

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Mr. Ricardo Gerenstein
Name (printed or typed)

1001 SW 2nd Avenue, Suite # 3117
Address

Boca Raton, Florida 33432-3117
City, State & Zip

(407) 368 - 5410
Daytime Telephone number

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

MEH
1-11-95

ARTICLES OF INCORPORATION

FILED

- Profit Corporation -

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The undersigned, desiring to form a corporation ~~SECRET~~ for profit, does hereby state the following: RELEASED 12/1/2001

FIRST: The name of the corporation shall be:

GER, Inc.

SECOND: The place in the State of Florida where its principal office is to be located is:

1001 SW 2nd Avenue, Suite # 3117

Boca Raton, Florida 33432

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of:

Importation and exportation of consumer goods.

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

No Par Value

The number of shares which the corporation is authorized to have outstanding is:

100 shares

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Mr. Ricardo Gerenstein - Vice President

1001 SW 2nd Avenue, Suite # 3117

Boca Raton, Florida 33432

Mrs. Beatriz Gerenstein - President

1001 SW 2nd Avenue, Suite # 3117

Boca Raton, Florida 33432

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Mr. Ricardo Gorenstein

1001 SW 2nd Avenue, Suite # 3117

Boca Raton, Florida 33432

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of 2 (Two) in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Mrs. Beatriz Gorenstein - President(50shares, 50%)

1001 SW 2nd Avenue, Suite # 3117

Boca Raton, Florida 33432

Mr. Ricardo Gorenstein - Vice President(50shares, 50%)

1001 SW 2nd Avenue, Suite # 3117

Boca Raton, Florida 33432

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1st to December 31 each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS Fifth DAY OF January, 1995.

[Signature]
[Signature]

President

Vice President

State of Florida

County of Palm Beach

)
)
SS.

On this day, before me, the undersigned authority, in and for and residing in the above County and State, personally appeared the Incorporators whose signatures appear above, are personally known to me to be the same person(s) whose name(s) is/are subscribed to the foregoing document, and, being duly sworn, they verified that the information contained in the foregoing document is true and correct on personal knowledge and acknowledged that said document was signed as a free and voluntary act.

Subscribed and sworn to this Fifth day of January, 1995.

[Signature]
Name and signature

My commission expires:

Rebecca L Kaplan
Notary Public STATE OF FLORIDA
My Comm Exp 10/9/95
BONDED

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: GER, Inc.

2. The name and address of the registered agent and office is:

Mr. Ricardo Gerenstein - Vice President

(Name)

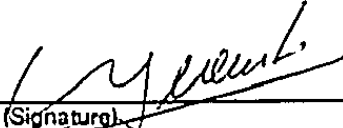
1001 SW 2nd Avenue, Suite # 3117

(P.O. Box not acceptable)

Boca Raton, Florida 33432

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

January 5, 1994

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TALLAHASSEE, FL
SECRETARY OF STATE