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M. S. MARLIN, P.A.  
ATTORNEYS AT LAW

MS MARLIN  
GARY R MARLIN

2 10-95

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

SUITE 303  
250 CATALONIA AVENUE  
CORAL GABLES, FLORIDA 33134  
AREA CODE 305, TELEPHONE 442-8228  
FAX 305-440-7838

200001405252  
-02/14/95--01041--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: BROCK GALLERIES CORP.

~~200001405252~~  
~~-02/14/95--01041--012~~  
~~\*\*\*\*122.50 \*\*\*\*122.50~~

Dear Sir:

Enclosed please find the following pertaining to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Resident Agent Form.
3. My trust account check, made payable to you, in the sum of \$122.50.

Kindly file the enclosed corporation and return the certified copy back to me.

Thank you.

Yours truly

  
GARY R MARLIN

GRM:tm

Encls.

RECEIVED  
FEB 13 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BROCK GALLERIES CORP.

ARTICLE I

NAME

The name of this corporation is:

BROCK GALLERIES CORP.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes: To  
transact any and all lawful business.

FILED  
5 FEB 13 11:11 AM  
SECRETARY OF STATE  
HOLLYWOOD, FLORIDA

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, no par value.

All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 11826 S.W. 99th Street, Miami, Florida, 33186, and the name of initial registered agent of this corporation at that address is BETTE BROCK RUTAN.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

BETTE BROCK RUTAN  
11826 S.W. 99th Street  
Miami, FL 33186

DR. PAUL W. BROCK  
2345 Bering Drive #621  
Houston, Texas 77057

CARLOS CHIALASTRI  
250 Catalonia Avenue  
Suite 305  
Coral Gables, FL 33134

## ARTICLE VII

### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be: 11826 S.W. 99th Street, Miami, Florida, 33186.

## ARTICLE VIII

### INCORPORATORS

The names and addresses of the persons signing these Articles are:

BETTE BROCK RUTAN  
11826 S.W. 99th Street  
Miami, FL 33186

DR. PAUL W. BROCK  
2345 Bering Drive #621  
Houston, Texas 77057

CARLOS CHIALASTRI  
250 Catalonia Avenue #305  
Coral Gables, FL 33134

ARTICLE IX  
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31<sup>ST</sup> day of January, 1995.

  
BETTE BROCK RUTAN  
SUBSCRIBER

  
DR. PAUL W. BROCK  
SUBSCRIBER

  
CARLOS CHIALASTRI  
SUBSCRIBER


STATE OF FLORIDA

SS

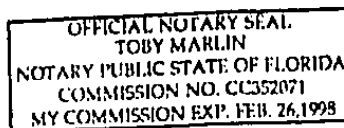
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BETTE BROCK RUTAN and CARLOS CHIALASTRI known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 10<sup>th</sup> day of February, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:



STATE OF TEXAS

COUNTY OF MAHES

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DR. PAUL W. BROCK known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 31<sup>st</sup> day of January, 1995.

Barbara Dawinski Bernard  
Notary Public, State of Texas

My commission expires: 8.28.97

CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
INITIAL RESIDENT AGENT UPON WHOM PROCESS MAY BE  
SERVED

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FILED  
FEB 13 1999  
CLERK OF DISTRICT COURT  
17  
13

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:  
BROCK GALLERIES CORP. DESIRING TO ORGANIZE UNDER THE  
LAWS OF THE STATE OF FLORIDA, HAS DESIGNATED THE  
STREET ADDRESS OF THE INITIAL OFFICE OF THIS  
CORPORATION AS BEING, 11826 S.W. 99th STREET, MIAMI,  
FLORIDA, 33186, AND THE NAME OF THE INITIAL RESIDENT  
AGENT OF THIS CORPORATION AT THAT ADDRESS IS: BETTE  
BROCK RUTAN, HAVING BEEN NAMED AS INITIAL RESIDENT  
AGENT FOR THE ABOVE STATED CORPORATION, AT THE  
INITIAL OFFICE OF THE CORPORATION DESIGNATED ABOVE, I  
HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO  
COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO  
KEEPING OPEN SAID OFFICE.

BY: 

BETTE BROCK RUTAN  
INITIAL RESIDENT AGENT