

1201 BAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

904-222-9071  
904-222-9071 FAX



**networks**

PRESTIGE BUREAU  
LEGAL & FINANCIAL SERVICES

*PR500060352*

ACCOUNT NO. : 07:100000032

REFERENCE : 653840 10944A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia P. 46*

ORDER DATE : August 3, 1995

ORDER TIME : 8:52 AM

ORDER NO. : 653840

1000001123181

CUSTOMER NO: 10944A

CUSTOMER: Marc Postelnek, Esq  
MARC POSTELNEK, P.A.

Suite 10b  
407 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: G & V PRIMA, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

T. BROWN AUG - 4 1995

FILED  
95 AUG - 4 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 AUG -4 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
G & V PRIMA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

G & V PRIMA, INC.

The address of the principal office of this corporation shall be 414 71st Street, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 4, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

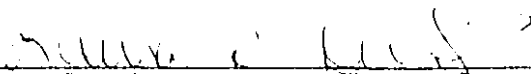
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FILED  
95 AUG -4 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Laura R. Dunlap

DAS/MJP

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-1111 FAX

800-342-8086



**P95000060352**

ACCOUNT NO. : 072100000032

REFERENCE : 653840 10944A

AUTHORIZATION :

COST LIMIT : \$ 87.58 *Patricia Pyatt*

ORDER DATE : August 3, 1995

ORDER TIME : 10:26 AM

ORDER NO. : 653840

000001556860

CUSTOMER NO: 10944A

CUSTOMER: Marc Postelnek, Esq  
Marc Postelnek, P.A.  
Suite 10b  
407 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC AMENDMENT FILING

NAME: G & V PRIMA, INC,

55 AUG -9 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

X ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*819*  
*Amend*  
*CC*

FILED  
95 AUG -9 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ARTICLES VII and VIII of the Articles of Incorporation of  
G & V PRIMA, INC., shall be added to read as  
follows:

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under  
the authority of, and the business and affairs of the  
corporation managed under the direction of its Board of  
Directors, subject to any limitation set forth in these  
Articles of Incorporation. This corporation shall have  
two Directors. The names and addresses of the  
members of the Board of Directors are:

Gerardo Cea            414 71st Street  
Dir.                    Miami Beach, Florida 33141

Victor Velasquez    Same  
Dir.

ARTICLE VIII. OFFICERS

The name and addresses of the officers of  
the corporation who shall hold office for the first year  
of the corporation, or until their successors are elected  
or appointed are:

Gerardo Cea            414 71st Street  
Pres.                   Miami Beach, Florida 33141


Victor Velasquez    Same  
Sec./Treas.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 9th day of August, 1995.

Corporation Service Company

  
Its Agent, Gail Shelby  
BY: Its Incorporator,

LAW OFFICES OF  
MARC J. POSTELNEK

P95000060352

SUITE 11-B  
407 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139  
DADE (305) 538-7210  
BROWARD (305) 920-0663  
FAX (305) 534-5470

September 3, 1996

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

SEP 03 1996  
-09/05/96 - 01095--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

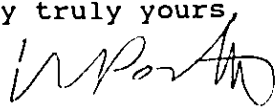
Re: G & V PRIMA, INC.  
- Change of Registered Agent -

Dear Sir or Madam:

Enclosed you will please find a Statement of Change of Registered Agent for G & V Prima, Inc. Also enclosed is my check payable to the Secretary of State in the amount of \$35.00 in payment of your fee.

Thank you for your kind attention to this matter.

Very truly yours,

  
MARC POSTELNEK

MP:cm  
Enclosures

cc: CSC Networks - Via Fax: (302) 998-7078  
Attn.: Gina Hardin  
(w/enc.)

G & V Prima, Inc.  
Attn.: Mr. Gerardo Cea, President

511 211



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

## STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

G & V PRIMA, INC.

1a. The name of the corporation is: \_\_\_\_\_

1b. The mailing address of the corporation is: 414 71st Street, Miami Beach, FL 33141

1c. Date of incorporation: August 9, 1995 Document number: P95000060352

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

CSC NETWORKS (CORPORATION SERVICE COMPANY)

GAIL SHELBY

1201 Hays Street

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

MARC POSTELNEK, ESQ.

407 Lincoln Road, Suite 11-B

Miami Beach, FL 33139

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

G & V PRIMA, INC.

August 29, 1996

BY: \_\_\_\_\_

(Date)

(Signature of an officer, chairman or vice chairman of the board)

GERARDO CEA, PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

M. Postelnek

(Signature of Registered Agent)

MARC POSTELNEK

If signing on behalf of an entity: \_\_\_\_\_

Sept. 3, 1996

(Date)