

Alexander L. Martone

ATTORNEY AT LAW

MIZNER PLAZA
30 S.E. 7th Street, Suite B
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25 January 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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-01/30/96--01053--001
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION AND FILING FEE
GREGORY & CRUZ CORP.

Gentlemen:

I enclose herewith an original and one copy of Articles of Incorporation for: GREGORY & CRUZ CORP. Also enclosed is a check of \$122.50 to cover the filing fee, plus one certified copy of the Articles of Incorporation.

Should you need any additional information, please advise.

Very truly yours,

A. L. Martone
ALEXANDER L. MARTONE

ALM/em
Encls.

FILED
96 JAN 29 AM 10:47
TALLAHASSEE, FLORIDA

RECEIVED FEB 2 1996

ARTICLES OF INCORPORATION

OF

GREGORY & CRUZ CORP.

THE UNDERSIGNED SUBSCRIBER FOR THE PURPOSE OF FORMING
A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

THE NAME OF THIS CORPORATION IS:

GREGORY & CRUZ CORP.

ARTICLE II. NATURE OF BUSINESS.

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES
TO BE TRANSACTED AND CARRIED ARE:

1. ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE
UNITED STATES AND/ OR THE STATE OF FLORIDA.
2. AND, IN GENERAL, TO CARRY ON ANY OTHER BUSINESS WHATSOEVER
IN CONNECTION WITH THE FOREGOING OR WHICH IS CALCULATED DIRECTLY OR
INDIRECTLY, TO PROMOTE THE INTEREST OF THE CORPORATION OR TO ENHANCE
THE VALUE OF ITS PROPERTIES.
3. AND, FURTHER, TO BORROW OR RAISE MONEY FOR ANY PURPOSE OF
THE COMPANY, AND TO SECURE THE SAME WITH INTEREST, OR FOR ANY OTHER
PURPOSE. TO MORTGAGE ALL OR ANY PART OF THE PROPERTY, REAL OR PERSONAL,
CORPOREAL OR INCORPOREAL RIGHTS OR FRANCHISES OF THIS COMPANY NOW OWNED
OR HEREINAFTER ACQUIRED, AND TO CREATE, ISSUE, DRAW AND ACCEPT AND
NEGOTIATE BONDS AND MORTGAGES, BILL OF EXCHANGE, PROMISSORY NOTES OR
OTHER OBLIGATIONS OR NEGOTIABLE INSTRUMENTS.

ARTICLE III. CAPITAL STOCK.

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

500 Shares No par value, Common Stock

IV. TERM OF EXISTENCE.

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V. ADDRESS.

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

801 Madrid Ave,
Suite 5
Coral Gables, Fla. 33134

ARTICLE VI. DIRECTORS.

THIS CORPORATION SHALL HAVE 1 DIRECTOR INITIALLY.
THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME PURSUANT TO THE BYLAWS OF THE CORPORATION.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

THE NAME AND POST OFFICE ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, BYLAWS, AND THE CORPORATION LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL A SUCCESSOR IS ELECTED AND HAS QUALIFIED IS AS FOLLOWS:

KAREN GREGORY
6245 S.W. Kendall Lakes Circle
Apt. 214
Miami, Fla. 33183

ARTICLE VIII. SUBSCRIBER.

THE NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK THE SUBSCRIBER AGREES TO TAKE IS:

KAREN GREGORY 100 SHARES

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT.

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATIONS IS: ALEXANDER L. MARTONE, 30 S.E. 7th Street, Boca Raton, Fla. 33432

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ALEXANDER L. MARTONE, and ALEXANDER L. MARTONE DOES ACCEPT the position of Resident Agent for the above corporation at the above address.

ARTICLE X. BYLAWS

Alexander L. Martone
ALEXANDER L. MARTONE

THE BY-LAWS OF THIS CORPORATION MAY BE CREATED, AMENDED OR CHANGED BY EITHER THE STOCKHOLDERS OR DIRECTORS AT ANY REGULAR OR DULY SCHEDULE SPECIAL MEETING.

ARTICLE XI. THIS CORPORATION SHALL HAVE, IN ADDITION TO A PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER, SUCH OTHER ADDITIONAL OFFICERS AS MAY BE CREATED FROM TIME TO TIME BY AND UNDER THE AUTHORIZATION OF ITS BY-LAWS, THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS WILL BE NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE XII. ALL OFFICERS, AGENTS AND FACTORS SHALL BE CHOSEN IN SUCH A MANNER, HOLD THEIR OFFICE FOR SUCH TERMS AND HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS, ANY PERSON MAY HOLD TWO (2) OR MORE OFFICES.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged that these Articles of Incorporation, this 26 day of Jan., 1996.

Karen Gregory
SUBSCRIBER AND INCORPORATOR
KAREN GREGORY

[illegible]

I HEREBY CERTIFY that on the 26 day of January, 1996, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements, KAREN GREGORY to me well known and known to me to be the person who so executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed and identification was verified with a valid driver's license or personally known by me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.
at Miami, Florida, the date and year firstabove
written.

Alexander L. Martone
NOTARY PUBLIC, STATE OF FLA.
ALEXANDER L. MARTONE

MY COMMISSION EXPIRES:



ALEXANDER L. MARTONE
MY COMMISSION # CC396946 EXPIRES
August 1, 1998
BONDED THROUGH TROY FAIN INSURANCE, INC.

FILED
96 JAN 29 AM 10:47
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Alexander L. Martone

ATTORNEY AT LAW

MIZNER PLAZA
30 S.E. 7th Street, Suite 8
Boca Raton, Florida 33432

Phone (407) 362-5402
Fax (407) 362-5485

25 January 1995

SECRETARY OF STATE
Department of State
Corporate Division
Capitol Building
Tallahassee, Fla. 32304

RE: ACKNOWLEDGMENT OF RESIDENT AGENT FOR PERSONAL
SERVICE FOR GREGORY & CRUZ CORP.

Gentlemen:

I, ALEXANDER L. MARTONE, of 30 S.E. 7th Street, Boca Raton, Fla. 33432
as Registered Agent of the above corporation, a duly organized and
existing under the laws of the State of Florida, do hereby accept service
of process for the above styled corporation at 30 S.E. 7th Street, Boca
Raton, Fla. 33432.

I hereby acknowledge to act in this capacity as Registered Agent and
agree to comply with the provisions of the Florida Statute relative to
keeping open said office.

Alexander L. Martone

ALEXANDER L. MARTONE,
As Registered Agent for
GREGORY & CRUZ CORP.

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