



P96000015867

Francisco M. López-Romo

Attorney at Law

Member of the Bars of:
Florida and
Puerto Rico

7600 Red Road
Suite 200
South Miami, Florida 33143
Tel: (305) 661-1984
Fax: (305) 661-1984

February 15, 1996

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

SUBJECT: G.C.R. INTERNATIONAL, INC.

Gentlemen:

Enclosed for filing please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles.

A check for \$122.50 is enclosed. This represents payment for:

Articles of Incorporation	\$35.00
Designation and Acceptance of Registered Agent	\$35.00
Certified Copy of Articles	\$52.50

Sincerely,

FRANCISCO M. LOPEZ-ROMO

Enc: Articles (original and 1 copy)
Check \$122.50

FLR:asl

700001718137
-02/19/96--01055--015
****122.50 ****122.50

DEPT. OF STATE
TALLAHASSEE, FLORIDA

96 FEB 19 AM 9:14

FILED

63 2/21/96

ARTICLES OF INCORPORATION
OF
G.C.R. INTERNATIONAL, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is **G.C.R. INTERNATIONAL, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are **2299 Douglas Road, Suite 302, Miami, FL 33145.**

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **One Hundred Thousand (100,000).**

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

Cosmo Hamilton
530 South Park Road, Apt. 11-25
Hollywood, FL 33021

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:

Gabriel Aboy
9871 S.W. 60 Avenue
Miami, FL 33156

Cosmo Hamilton
530 South Park Road, Apt. 11-25
Hollywood, FL 33021

Rossana Villavicencio
1000 W. Avenue, #203
Miami Beach, FL 33139

ARTICLE VI. SHAREHOLDER'S PREEMPTIVE RIGHTS

Without first obtaining the written consent of all other shareholders, no shareholder of the corporation **G.C.R. INTERNATIONAL, INC.**, may sell, assign, transfer, pledge,

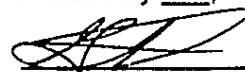
FILED
96 FEB 19 AM 9:14
CLERK OF STATE
TALLAHASSEE, FLORIDA


encumber or otherwise dispose of, whether by operation of law or otherwise, any shares of the capital stock of the corporation, except as expressly permitted by and in accordance with the following provisions of this Agreement.


A shareholder may transfer all (but not part of) his shares only if no less than ninety days prior to the date of the proposed transfer such shareholder provides the other shareholders with written notice of the proposed transfer and a copy of a bona fide offer or agreement pursuant to which such shareholder proposes to effect the transfer of his shares. Within sixty days after receipt of such notice and offer or agreement, the other shareholders shall by written notice advise the shareholder proposing the transfer whether or not they each elect to purchase, pro rata to their stock interest in the corporation, the offered shares at the same price and under the same terms and conditions set forth in the offer or agreement transmitted by the shareholder proposing the transfer. If one or more shareholders shall indicate his or their intention to purchase the shares proposed to be transferred, the accepting shareholder or shareholders shall have the right to purchase from the offering shareholder, in equal parts pro rata, the offered shares of stock at the price and upon the terms previously notified as aforesaid.

The corporation shall transfer the shares of a shareholder only in accordance with the terms of this Agreement. Any person becoming a holder of shares by means of a transfer made other than in accordance with the provisions of this Agreement shall not be entitled to vote such shares nor enjoy any of the rights or privileges of a shareholder of the corporation, nor enforce any of the provisions hereof.

The undersigned have executed these articles of incorporation on January 3rd, 1996.


GABRIEL ABOY
Incorporator


COSMO HAMILTON
Incorporator


ROSSANA VILLAVICENCIO
Incorporator

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR
G.C.R. INTERNATIONAL, INC.**

Pursuant to the provisions of F.S. 607.0501, 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 **G.C.R. INTERNATIONAL, INC.**
2. The name of the registered agent is:
Cosmo Hamilton
3. The address of the registered agent/registered office is:
**530 South Park
Road, Apt. 11-25
Hollywood, FL 33021**

Acceptance

Having been named as registered agent and designated to accept service of process for the above 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 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.

Date: January 31, 1996


COSMO HAMILTON

FILED
96 FEB 19 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA