

P96000022250

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-442-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Gables Bldg

96 MAR 12 PM 12:04

SEAL OF THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ Gen. Copy(s)
Photo
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S.
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.

SUBTOTALS _____

FEE.....\$
DISBURSED.....\$
SURCHARGE.....\$
TAX on corporate supplies.....\$
SUBTOTAL.....\$
PREPAID.....\$
BALANCE DUE.....\$

REQUEST TAKEN CONFIRMED APPROVED
DATE 3/11
TIME 10:06 CK No. _____
BY 77

WALK-IN
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
GABLES BENZ, INC.**

FILED
96 MAR 12 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, natural persons,, competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be **GABLES BENZ, INC.** and its street address shall be **3050 Southwest 38th Court, Miami, Florida 33146.**

**ARTICLE II
PURPOSES**

The purpose for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any time is 5,000 shares of common stock, having a nominal or par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than ten cents (\$0.10) per share or its equivalent. The initial capital with which the corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV
TERM

This corporation shall commence on the date of filing and shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be HENRY I. SMYLER, and the Registered Office shall be located at 9200 South Dadeland Boulevard, Suite 520, Miami, Florida 33156, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being duly given to the Secretary of State in accordance with the law.

ARTICLE VI
DIRECTORS

This corporation shall not have less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The name and street address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified is:

Pascual Castro
3050 SOUTHWEST 38th COURT
Miami, FLORIDA 33146

ARTICLE VII
SUBSCRIBERS

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

Pascual Castro
3050 SOUTHWEST 38th COURT
Miami, FLORIDA 33146

ARTICLE VIII
SPECIAL PROVISION

Any action by the Directors of this corporation which is within their power taken at a meeting of such Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this corporation, if at anytime prior to, during, or subsequent to such meeting all Directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of such meeting shall have been given to all shareholders as required by law or in the By-Laws of this corporation, if at any time prior to, during, or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any State, county, or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said Directors or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws by that vote.

ARTICLE IX **INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open for inspection by shareholders.

ARTICLE X **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI **TELEPHONE MEETING AUTHORIZED**

Members of the Board of Directors or of any executive committee designated by the Board of directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee as the case may be, if a conference by telephone or similar communications equipment by means of which all persons participating in the

meeting can hear and be heard by all other persons, is used.

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th day of March, 1996 in Miami, Dade County, Florida.

Pascual Castro
Pascual Castro

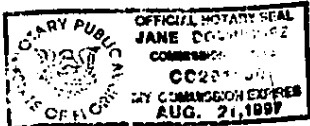
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Pascual Castro as incorporator of GABLES BENZ, INC. to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they signed and executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 11 day of March, 1996.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



FILED

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

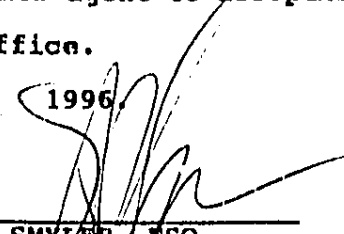
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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of GABLES BENZ, INC. and agree to serve as its agent to accept service of process within this State at its Registered Office.

DATED this 12 day of March 1996.


HENRY I. SMYLER, ESQ.
Dadeland Towers, Suite 520
9200 South Dadeland Blvd.
Miami, Florida 33156
(305) 670-2345