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SAMUEL S. SOROTA  
Attorney at Law

FILED  
MAY 23 1996  
TALLAHASSEE, FLORIDA

May 23, 1996

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 34314

Re: Gregory Torralos Corp.

RECEIVED  
MAY 23 1996

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and return one copy stamped filed in the envelope enclosed herewith.

Our firm's check in the amount of \$70.00 covering the filing fee is also enclosed.

Sincerely,  
*Evelyn Torrales*  
EVELYN TORRALES  
Legal Assistant

500001842105  
-05/29/96--01026--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enc.

SSS:et

D. BROWN JUN - 3 1996

**EFFECTIVE DATE**  
2-27-76

**ARTICLES OF INCORPORATION**  
**OF**  
**GREGORY TORRALES CORP.**

RECORDED  
SERIES 88-357  
1976 FEB 27

**ARTICLE I.**

The name of the Corporation is: GREGORY TORRALES CORP.

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III.**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V.**

**SECTION I.**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II.

VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

The street address of the initial principal office of this Corporation is:

1629 North Treasure Drive  
North Bay Village, Florida 33142

and the name of the initial registered agent of this Corporation and his address is:

Samuel S. Sorota  
801 N.E. 167th Street - Suite #308  
North Miami Beach, FL 33162

ARTICLE VII.

This corporation shall have one (1) Director 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 (1).

ARTICLE VIII.

The name and address of the entity signing these Articles of Incorporation is:

GREGORY TORRALES  
1629 North Treasure Drive  
North Bay Village, Florida 33141

ARTICLE IX.

AMENDMENT

This corporation reserves the right and power to amend, adopt, alter, or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

Special meetings of shareholders may be called by any shareholder owning at least Fifty (50%) percent of the shares entitled to vote.

ARTICLE XI.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

At each such election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

PURPOSE

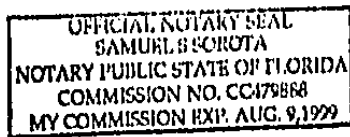
To carry on and conduct in all its branches and departments, as principal or agent, for general purposes, all business incidental or in any way connected therewith.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22<sup>ND</sup> day of May, 1996.

  
\_\_\_\_\_  
GREGORY TORRALES

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared GREGORY TORRALES, personally known to me, who did take an oath and that he executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 22<sup>ND</sup> day of May, 1996.



*Samuel B. Sorota*  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

FILED  
SERVICES DIVISION  
MAY 23 1996

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT GREGORY TORRALES CORP. IS DESIRING TO ORGANIZE  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT:

1629 North Treasure Drive  
North Bay Village, Florida 33141

AND HAS NAMED:

SAMUEL S. SOROTA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GREGORY TORRALES CORP.

BY: *Gregory Torres*  
GREGORY TORRALES

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

BY: *Samuel S. Sorota*  
SAMUEL S. SOROTA

STATE OF FLORIDA  
COUNTY OF DADE

SWORN TO AND SUBSCRIBED before me, this 22<sup>nd</sup> day of May,  
1996.

OFFICIAL NOTARY SEAL  
SAMUEL SOROTA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC475888  
MY COMMISSION EXT. AUG. 9, 1999

*Samuel S. Sorota*  
NOTARY PUBLIC, State of Florida  
My Commission Expires: