

AUG 16 1996

8/16/96

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H96000011454))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: COHEN BERKE BERNSTEIN BRODIE KONDELL

DEPARTMENT OF STATE

2601 SOUTH BAYSHORE DR

STATE OF FLORIDA

19TH FLOOR

400 EAST GAINES STREET

MIAMI FL 33133-

-0000 0

TALLAHASSEE, FL 32399

CONTACT: PEGGY MARINELLI

FAX: (904) 922-4000

PHONE: (305) 854-5900

FAX: (305) 857-9322

((H96000011454))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GUTMAR, CORPORATION

FAX AUDIT NUMBER: H96000011454

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/16/1996

TIME REQUESTED: 13:16:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075410000050

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000011454))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

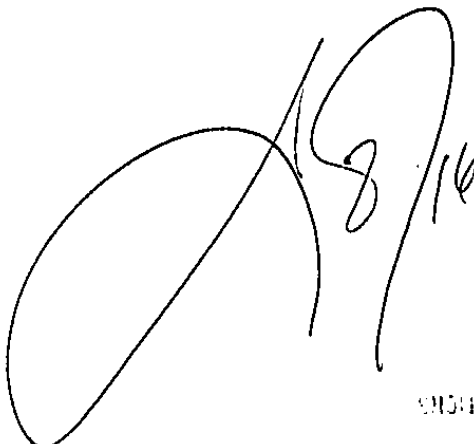
Menu: <Ctrl R-Shift>

2400 7E1 REC

ANSI

Online

FILED  
96 AUG 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DIVISION OF CORPORATIONS

56 AUG 16 PM 2:26

RECEIVED

AUG 16 '96 02:00PM COHEN BERKE

P.6/6

H96000011454



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morthera  
Secretary of State

May 31, 1996

**CARLOS MARTINEZ-CHRISTENSEN**  
**I.L. CORPORATION**  
**601 BRICKELL KEY DR. SUITE 511**  
**MIAMI, FL 33131**

The name **GUTMAR, CORPORATION** has been reserved for 120 days beginning May 31, 1996. The reservation number is **R96000002748** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 596A00027336

H96000011454

096000011454

**ARTICLES OF INCORPORATION  
OF  
GUTMAR, CORPORATION**

The undersigned, acting as incorporator of Gutmar, Corporation (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: Gutmar, Corporation.

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III**

**DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

**PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V**

**PRINCIPAL OFFICE**

The principal office of the Corporation shall be:

Prepared by:

James F. Medinsky, Esq.

Florida Bar No. 727008

Cohen, Berke, Bernasconi, Brodie,

Kondell & Lando, P.A.

2501 So. Bayshore Drive, 19th Fl.

Miami, Florida 33133

(305) 854-5900

117 E. Enid Drive  
Key Biscayne, Florida 33149-2205

FILED  
96 AUG 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000011454

## ARTICLE VI

### AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Marl T. Gutierrez	117 E. Enid Drive Key Biscayne, Florida 33149-2205
Carlos Martinez-Christensen	201 Crandon Boulevard, Suite 110 Key Biscayne, Florida 33149-2205

## ARTICLE IX

### INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
James P. Moskosky	c/o Cohen, Berke, Bernstein, Brodie, Kondrill & Laszlo, P.A. 2601 So. Bayshore Drive, Suite 1900 Miami, Florida 33133

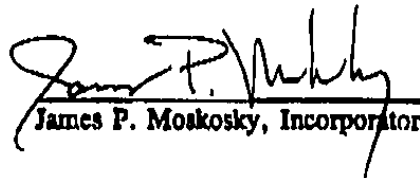
## ARTICLE X

### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any and all appeals thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees and costs, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of August 16, 1996.

  
James P. Moskosky, Incorporator

AUG 16 '96 02:00PM COHEN BERKE

P.5/6

H96000011454

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for Gutmar, Corporation in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**COBER CORPORATE AGENTS, INC.**

By:

  
Richard N. Bernstein, Secretary

Gutmar, I

**FILED**  
**96 AUG 16 PM 3:41**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**