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ABEL I. BATISTA
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PRACTICE LIMITED TO:
TRIAL PRACTICE
PERSONAL INJURY
WRONGFUL DEATH
REAL PROPERTY
CRIMINAL
IMMIGRATION

December 3, 1996

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

ATTN: DIVISION OF CORPORATION

RE: BCKG
-GBS, INC.

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***122.50 ***122.50

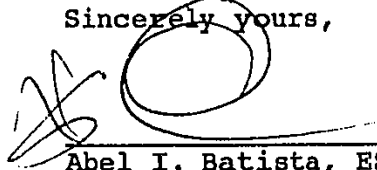
Dear Sir or Madam:

Enclosed herein please find the Articles of Incorporation for GBS, INC., and your processing fee of \$122.50.

Please register this corporation with your department and forward to our office a certify copy of the certification.

If you have any questions, please contact the undersigned.

Sincerely yours,


Abel I. Batista, ESQ.
AIB/yls

Enclosures

FILED
96 DEC 23 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~502,1072~~
~~11916-26047~~

Dmc
12-23-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

ABEL ISAIAS BATISTA, ESQUIRE
4211 N.W. 2ND TERRACE
MIAMI, FL 33126

SUBJECT: GBS, INC.
Ref. Number: W96000026047

We have received your document for GBS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00055418

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SECRET
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BCKG, Inc.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is: BCKG, INC.

ARTICLE TWO
PRINCIPLE ADDRESS

The principle address of the Corporation: P.O. Box 160564, Miami, Florida 33116.

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR
PURPOSE

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

-general building contracting

ARTICLE FIVE
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is five hundred (500), all of which shall be common shares

with a par value of one dollar and no cents (\$1.00) each.

The consideration for all of the said stock shall be payable in cash, property, real or personal, equipment and materials, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the By-Laws.

ARTICLE SIX
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be: 4211 Northwest 2nd Terrace, Miami, Florida 33126 and the name of the initial Registered Agent at such address is:

ABEL I. BATISTA, ESQUIRE
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:



Abel I. Batista

ARTICLE SEVEN
PREEMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE EIGHT
DIRECTORS

The corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws.

The names and addresses of the initial directors of the first Board of Directors shall be as follows:

Name:

Bernardo Soto

Address:

P.O. Box 160564
Miami, Florida 33116-0564

ARTICLE NINE
INCORPORATOR

The name and address of the person signing these Articles is:

Name:

Address:

Bernardo Soto

P.O. Box 160564
Miami, Florida 33116-0564

ARTICLE TEN
BY-LAWS

The power to adopt, alter, amend and repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE ELEVEN
CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their 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 TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the share plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE THIRTEEN
INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE FOURTEEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

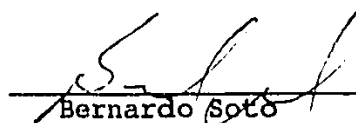
ARTICLE FIFTEEN RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE SIXTEEN AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 23 day of October, 1996.



Bernardo Soto
Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF DADE)

On this 30th day of October, 1996, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Bernardo Soto, known to me to be the persons whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Dade County, Florida.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

