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ABALLI, MILNE

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FLORIDA DIVISION OF CORPORATIONS

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FROM: ABALLI, MILNE, KALIL & GARRIGO, P.A.
073123001732

ACCT#:

CONTACT: ARTURO J ABALLI, JR.
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(305)373-7929

FAX #:

NAME: G & M FARMS, INC.

AUDIT NUMBER.....H97000001963

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 3, 1997

ABALLI MILNE KALIL * GARRICO

SUBJECT: G & M FARMS, INC.
REF: W97000002673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

SECTION 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H97000001963
Letter Number: 897A00005581

H97000001983

ARTICLES OF INCORPORATION

OF

G & M FARMS, INC.

a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **G & M FARMS, INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

5870 S.W. 8th Street
Suite 4
Miami, Florida 33144

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

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TALLAHASSEE, FLORIDA

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Florida Bar # 714480

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKG Registered Agents, Inc. and the initial registered office of this corporation is 1980 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ramon Mestre	5870 S.W. 8th Street, Suite 4 Miami, Florida 33144
Ernesto Garcia	5870 S.W. 8th Street, Suite 4 Miami, Florida 33144

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Ana Maria Escagedo	1980 SunTrust International Center One S.E. Third Avenue Miami, Florida 33131

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Florida Bar # 714480

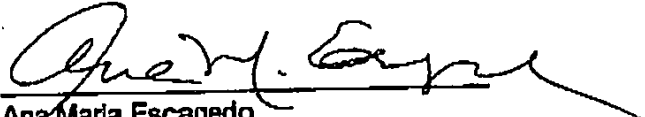
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ARTICLE X - AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of February, 1997.


Ana Maria Escagedo
Incorporator

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Florida Bar # 714460

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF REGISTERED AGENT

OF

G & M FARMS, INC.

a Florida Corporation

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

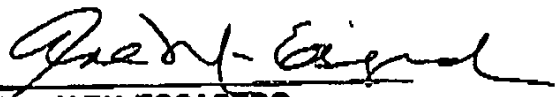
That G & M FARMS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 1980 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 3rd day of February, 1997.

AMKGS Registered Agents, Inc.

By: 
ANA MARIA ESCAGEDO
Vice President

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3436M/CRA/AGENT