

PR 2000 17146

JAN 18, 1997
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: G.V. Enterprises INC.

500002063945--1
-01/22/97--01042--010
****280.00 *****70.00

Dear Sir/Madam:

Kindly find enclosed ARTICLES OF INCORPORATION executed for the above mention on JAN. 18, 1997 for registration with your offices as a State of Florida Corproation. A duplicate executed copy is also enclosed for CERTIFICATION by your offices and return to the undersigned.

ESSENTIAL PROFESSIONAL SERVICES INC.
15970 W. STATE RD. 84
FT. LAUDERDALE, FL. 33326

We further enclose CERTIFICATE designating the RESIDENT AGENT, dated, as executed by the Corporate Officer and Resident Agent.

A check is enclosed in the amount of \$70.00 to the Florida Department of State for the following cost:

A) FILING FEE	\$ 35.00
B) RESIDENT AGENT DESIGNATION	<u>35.00</u>
	\$70.00

FILED
97 FEB 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for prompt attention and interest.

Cordially Yours.

E. Salinas

E. SALINAS
ENCL.

2/24
2000-17146



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1997

ESSENTIAL PROFESSIONAL SERVICES INC
% E. SALINAS
15970 WEST STATE ROAD 84
FT LAUDERDALE, FL 33326

SUBJECT: G.V. ENTERPRISES INC.
Ref. Number: W97000001845

We have received your document for G.V. ENTERPRISES INC. and check(s) totaling \$280.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 497A00003799



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1997

ESSENTIAL PROFESSIONAL SERVICES INC
% E. SALINAS
15970 WEST STATE ROAD 84
FT LAUDERDALE, FL 33326

SUBJECT: GISVEL ENTERPRISES INC
Ref. Number: W97000001845

We have received your document for GISVEL ENTERPRISES INC . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00008308

ARTICLES OF INCORPORATION

OF

GISVEL ENTERPRISES INC.

FILED
97 FEB 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **GISVEL ENTERPRISES INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 18439 Pines Blvd., Suite 312, Pembroke Pines, Florida 33029 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Evelyn Salinas
15970 West State Rd. 84
Ft. Lauderdale, Florida 33326

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President	Luis Velez
Vice-President	Giselle Velez

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be :

Giselle Velez

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** shares of common stock, each share have the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock for time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is Essential Professional Services Inc., located at 15970 W. State Road 84, Ft. Lauderdale, Fl. 33326. The name and address of the registered agent of this Corporation is Essential Professional Services Inc., 15970 West State Road 84, Ft. Lauderdale, Fl. 33326.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, ore in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this February 12, 1997.

Evelyn Salinas

Evelyn Salinas, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Essential Professional Services Inc. having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Essential Professional Services, Inc.

By: Evelyn Salinas

Evelyn Salinas, President

FILED
97 FEB 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

BEFORE ME PERSONALLY APPEARED EVELYN SALINAS KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING OF THIS INSTRUMENT AND ACKNOWLEDGED TO AND BEFORE ME.

EXECUTED SAID INSTRUMENT OF THE PURPOSE THEREIN EXPRESSED.
WITNESS MY HAND AND OFFICIAL SEAL, THIS 12TH DAY OF FEBRUARY, 1997.

2/12

personally known
to me.

Kathleen M. Elwell
NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES _____



KATHLEEN M. ELWELL
MY COMM EXPIRES
JULY 10, 2000
BONDED THROUGH
TROY FARM INSURANCE
CO 666697