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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: G.R. INVESTMENTS CORPROATION

AUDIT NUMBER.....H97000002878

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

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EMPIRE CORPORATE KIT

P.02



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 19, 1997

EMPIRE

SUBJECT: G.R. INVESTMENT CORPORATION  
REF: W97000004028

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FAX Aud. #: H97000002878  
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ARTICLES OF INCORPORATION  
OF  
G.R. INVESTMENT CORPORATION

The undersigned subscriber(s) of these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

G.R. INVESTMENT CORPORATION

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business and the objects and purposes are all lawful purposes not prohibited by the law of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Prepared by:  
Rogelio A. Del Pino, Esquire (Fla. Bar No. 256511)  
Gomez, Del Pino, Iglesia & Ruiz, P.A.  
1835 West Flagler Street, Suite 201  
Miami, Florida 33135  
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other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Thousand (1000) shares at One Dollar (\$1.00) par value.

**ARTICLE IV**

The amount of stated capital with which this corporation will begin business is not less than:

ONE THOUSAND (\$1000.00) DOLLARS

**ARTICLE V.**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**ADDRESS**

The initial post office address of the principal office of this corporation on the State of Florida is:

8994 NW 187 STREET  
MIAMI, FLORIDA 33014

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The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

**ARTICLE VII.**  
**DIRECTOR(S)**

The number of Directors maybe increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successors are elected and have qualified, are:

**JULIO CESAR GALINDO (500 SHARES)**  
**(PRESIDENT)**

**MARIA TAMARA RAMIREZ (500 SHARES)**  
**(VICE-PRESIDENT)**

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NAME

JULIO CESAR GALINDO

MARIA TAMARA RAMIREZ

ADDRESS8994 NW 187 STREET  
MIAMI, FLORIDA 330148994 NW 187 STREET  
MIAMI, FLORIDA 33019ARTICLE X  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

ARTICLE XI  
DESIGNATION OF REGISTERED RESIDENT AGENT

That, MARTHA L. SALAZAR, of 4922 Pimlico Court, West Palm Beach, Florida, 33415, West Palm Beach County, is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

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**ARTICLE XII**  
**PRE-EMPTIVE RIGHTS**

Any Shareholder or the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other Shareholders upon the same terms and conditions as the shares are being offered to Non-Shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholder upon the same terms and conditions as were offered to the remaining Shareholders.

WE, THE UNDERSIGNED, being the only original subscribers hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 11<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
JULIO CESAR GALINDO

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ACKNOWLEDGEMENT

Having been named to accept service of process for G.R. INVESTMENT CORPORATION designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Registered Resident Agent

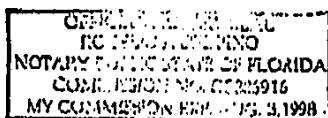
STATE OF FLORIDA     )  
                              :SS  
COUNTY OF DADE     )

I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared: **JULIO CESAR GALINDO**, who produced the following Identification \_\_\_\_\_ or is personally known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

 WITNESS, our hand and seal in the County and State named above, this \_\_\_\_\_ day of February, of 1997.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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