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ACCOUNT NO. : 072100000032

REFERENCE : 348189 7128383

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 29, 1997

ORDER TIME : 3:15 PM

ORDER NO. : 348189-005

CUSTOMER NO: 7128383

CUSTOMER: Irina Nemtsev, Esq
IRINA NEMTSEV, P.A.

2020 Ne 163 Road
Suite 300
Miami, FL 33162

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*****70.00 *****
50.00

DOMESTIC FILING

NAME: GMS CARRIERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

FILED
APR 29 AM 8:57
TALLAHASSEE, FLORIDA

(6)

APR 30 1997

ARTICLES OF INCORPORATION
OF
GMS CARRIERS, INC.

APR 29 11 57
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

GMS CARRIERS, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 2750 N.E. 183rd Street, Suite 1703, North Miami Beach, Florida 33160, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of 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 VI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be Law Offices of Irina Nemtsev, P.A., 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162, and the name of the initial registered agent of the Corporation at that address is Irina Nemtsev, Esq.

ARTICLE VII. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VIII. DIRECTORS

This Corporation shall have one [1] director. The name and street address of the initial director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Georgi Melikov
Director/President

2750 N.E. 183rd Street
Suite 1703
North Miami Beach, FL 33160

ARTICLE IX. OFFICERS

The officers of the Corporation and their addresses shall be:

Georgi Melikov	2750 N.E. 183rd Street
Director/President/	Suite 1703
Treasurer:	North Miami Beach, FL 33160

Sargis Khacherian	2004 Sage Avenue
Secretary:	Corona, CA 91720

ARTICLE X. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE XI. BY-LAWS

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.

ARTICLE XII. EFFECTIVE DATE

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

ARTICLE XIII. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any 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.

ARTICLE XIV. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Irina Nemtsev	2020 N.E. 163rd Street Suite 300 North Miami Beach, FL 33162

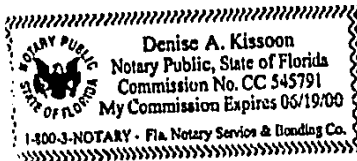
IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set their hand and seal on this 28th day of April, 1997.


Irina Nemtsev, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation of GMS Carriers, Inc. was acknowledged before me this 28th day of April, 1997, by Irina Nemtsev, Esq. who is personally known to me.


NOTARY PUBLIC
My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in the above and foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Irina Nemtsev

IRINA NEMTSEV, ESQ.

Date: April 28, 1997

FILED
97 APR 29 AM 8:57
STATE
TALLAHASSEE, FLORIDA