

P97000047501

**Gallo Holdings, Inc.**

100 Southeast Second Street NationsBank Tower - Suite 4650 Miami, Florida 33131

May 13, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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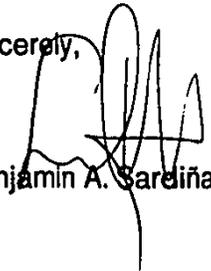
**RE: Articles of Incorporation of Gallo Holdings, Inc.**

Dear Sir/Madam:

Enclosed for filing, please find the original and one (1) copy of the Articles of Incorporation for Gallo Holdings, Inc. and Resident Agent Certificate. Please return a certified copy to the above listed address. Also enclosed is a check in the amount of \$122.50 made payable to the State of Florida for the required filing fee and cost of obtaining a certified copy.

Should you have any questions, please feel free to contact me at (305) 347-4010.

Sincerely,



Benjamin A. Sardiñas

**FILED**  
97 MAY 27 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 5/29/97

**ARTICLES OF INCORPORATION  
OF  
Gallo Holdings, INC.**

We, the undersigned, do hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE ONE**

The name of the Corporation shall be:

Gallo Holdings, Inc.

**ARTICLE TWO**

This Corporation shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized is to provide consulting services, any and all lawful business for which the Corporation may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE THREE**

This corporation may engage in any activity of business permitted under the laws of the State of Florida.

**ARTICLE FOUR**

Capital Stock Authorized: 5000 shares  
Par Value thereof: \$0.01  
Characteristics of such stock shall be: Common

**ARTICLE FIVE**

The initial street address in the State of Florida of the principal office of this corporation shall be:

100 Southeast 2<sup>nd</sup> Street  
NationsBank Tower – Suite 4650  
Miami, Florida 33131

**ARTICLE SIX**

The street address of the initial registered office is: 100 Southeast Second Street, NationsBank Tower – Suite 4650, Miami, Florida 33131.

The name of the Corporation's initial registered agent is: Benjamin A. Sardiñas, 100 Southeast Second Street, NationsBank Tower – Suite 4650, Miami, Florida 33131.

**ARTICLE SEVEN**

The number of directors of this Corporation shall be not less than one (1) director.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE EIGHT

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

<u>NAME:</u>	<u>ADDRESS:</u>
Benjamin A. Sardiñas Director	3049 Mary Street Miami, Florida 33133
Carlos M. Cruz Director	816 East 20 <sup>th</sup> Street Hialeah, Florida 33013

#### ARTICLE NINE

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

<u>NAME:</u>	<u>ADDRESS:</u>
Benjamin A. Sardiñas Director	3049 Mary Street Miami, Florida 33133
Carlos M. Cruz Director	816 East 20 <sup>th</sup> Street Hialeah, Florida 33013

#### ARTICLE TEN

The names and post office addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME:</u>	<u>ADDRESS:</u>
Carlos M. Cruz President	816 East 20 <sup>th</sup> Street Hialeah, Florida 33013
Benjamin A. Sardiñas Secretary	3049 Mary Street Miami, Florida 33133

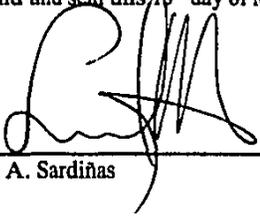
#### ARTICLE ELEVEN

It is hereby expressly provided that at the option of the shareholder or shareholders of this Corporation at a duly called meeting, the shareholder or shareholders shall be given the powers and right to elect to take advantage of certain provisions of the Internal Revenue Code which allows for the election of a corporation to be organized and operated under Subchapter S. The shareholder or shareholders shall further be given the right and option to designate a plan for the issuance of 1244 Stock.

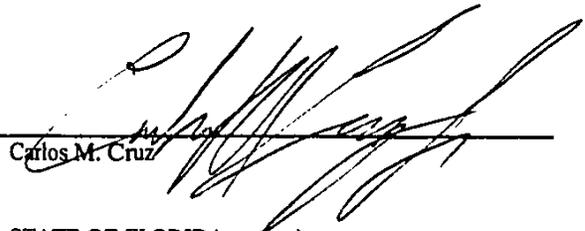
**ARTICLE TWELVE**

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

We, the undersigned being the original subscribers to the capital stock herein above-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 do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, do hereunto set my hand and seal this 13<sup>th</sup> day of May, 1997.



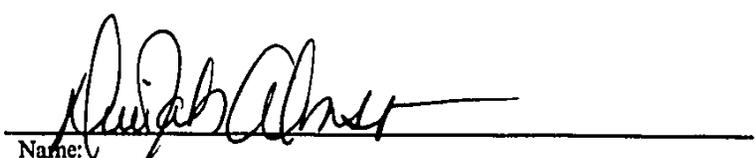
Benjamin A. Sardiñas



Carlos M. Cruz

STATE OF FLORIDA     )  
  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, by Benjamin A. Sardiñas and Carlos M. Cruz, as Subscribers of Gallo Holdings, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.



Name: \_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Commission Expiration Date:  
Commission Number:

OFFICIAL NOTARY SEAL  
DINORAH ALONSO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC326742  
MY COMMISSION EXP. NOV. 12, 1997

**RESIDENT AGENT CERTIFICATE**

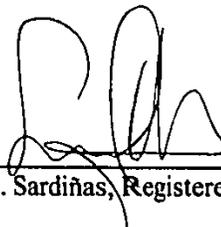
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE (REGISTERED OFFICE) AND  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

That Gallo Holdings, 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 Benjamin A. Sardiñas, located at 100 Southeast Second Street, NationsBank Tower – Suite 4650, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state: and does designate such agent's address as its registered office within this State.

**ACKNOWLEDGMENT:**

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



Benjamin A. Sardiñas, Registered Agent

**FILED**  
97 MAY 27 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA