

P97000077107

9/05/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:50 PM

((H97000014693 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: GARBER ENTERPRISES CORP.

AUDIT NUMBER.....H97000014693

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

(5)

FILED
97 SEP -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight SEP 05 1997

H97000014693

FILED
97 SEP -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
GARBER ENTERPRISES CORP.

We, the undersigned, EDELIO GARCIA and JOSE L. GONZALEZ, hereby subscribe, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, this Certificate of Incorporation as by law for this purpose provided.

ARTICLE I - NAME

GARBER ENTERPRISES CORP.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred shares of common stock, each share to be five dollars par value.

ARTICLE IV - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names: EDELIO GARCIA, 40 shares; JOSE L. GONZALEZ, 40 shares.

Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price

Prepared by:
Edelio Garcia
1784 W. Flagler St., Ste. #20
Miami, FL 33135
(305) 649-0032

H97000014693

and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is four hundred dollars.

ARTICLE VI - DURATION

This corporation shall have perpetual existence unless sooner dissolved in the way and manner provided by law.

ARTICLE VII - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the bylaws, but shall never be less than two. The names, positions and addresses of the initial directors of this corporation are:

EDELIO GARCIA, President, 1784 W. Flagler St., Ste. #20, Miami, Florida; and JOSE L. GONZALEZ, Secretary, 1784 W. Flagler St., Ste. #20, Miami, Florida.

FILED
97 SEP -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

They shall hold office subject to the laws of the State of Florida, this Certificate of Incorporation and the bylaws of the corporation for the first year of the corporation's existence, or until their successors in office shall have been duly elected and qualified.

ARTICLE X - LOCATION

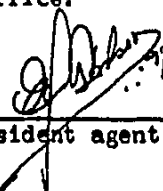
The street address of the initial principal office of this corporation is: 1784 W. Flagler St., Ste. #20, Miami, Florida 33135.

ARTICLE XI - RESIDENT AGENT

The designated resident agent is EDELIO GARCIA, whose office is located at 1784 W. Flagler St., Ste. #20, Miami, Florida 33135.

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.

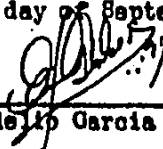
By


Resident agent

ARTICLE XII - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation is: EDELIO GARCIA, 1784 W. Flagler St., Ste. #20, Miami, Florida 33135.

In witness whereof, the undersigned Subscriber has executed these Articles of Incorporation this 5th day of September of 1997.

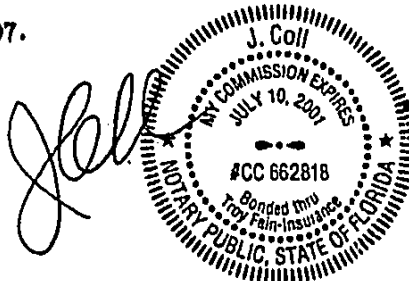

Edilio Garcia

H97000014693

STATE OF FLORIDA }
COUNTY OF DADE } SS

Before me, the undersigned authority, personally appeared EDELIO GARCIA, to me known to be the person described herein and who executed the foregoing Certificate of Incorporation, and being by me first duly sworn, upon his oath deposes and says that he acknowledges that he signed and executed the above Certificate of Incorporation for the purpose therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida,
this 5th day of September of 1997.



H97000014693